

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Grand Field Group Holdings Limited (the "Company") will be held at Hotel Miramar Hong Kong, Miramar Function Room 4-5, Basement 2, 118-130 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on 27th June 2005, Monday at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statement and the reports of the directors and auditors for the year ended 31st December 2004;
2. To declare a final dividend for the year ended 31st December 2004;
3. To re-elect directors and to authorize the board of directors to fix their remuneration;
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration; and
5. As special business, to consider and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) "THAT:

- (a) subject to paragraph (c) of this Resolution and without prejudice to Resolution 5(C) set out in the Notice of this Meeting, the exercise by the Board during the Relevant Period (as defined in paragraph (d) of this Resolution) of all powers of the Company to issue, allot and deal in shares of HK\$0.02 each in the capital of the Company (the "Shares") and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for any

茲通告鈞濠集團有限公司(「本公司」)謹定於二零零五年六月二十七日星期一上午十一時正假座香港九龍尖沙咀彌敦道118-130號美麗華酒店地庫二層四至五號宴會廳舉行股東週年大會，以便處理以下事項：

1. 省覽截至二零零四年十二月三十一日止年度之經審核財務報表及董事會與核數師報告書；
2. 宣佈派發截至二零零四年十二月三十一日止年度末期股息；
3. 重選董事及授權董事會釐定彼等酬金；
4. 重新委聘核數師及授權董事會釐定彼等酬金；及
5. 以特別事項方式酌情通過(無論有否修訂)下列普通決議案：

普通決議案

(A) 「動議：

- (a) 在本決議案(c)段之限制下，且在不影響本大會通告所載第5(C)項決議案之原則下，一般及無條件批准董事會在有關期間(定義見本決議案(d)段)內，根據所有適用法律，行使本公司一切權力，以配發、發行及處理本公司股本中每股面值0.02港元之股份(「股份」)，並發行、配發或授出可轉換為股份之證券或購股權、認股權證或認購

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shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Board during the Relevant Period to make or grant offers, agreements and options 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) by the Board pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) of this Resolution); or
 - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the bye-laws of the Company; or
 - (iii) an issue of Shares under the share option scheme of the Company or any similar arrangements for the time being adopted by the Company for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or

本公司任何股份之類似權利或該等可換股證券及作出或授予可能須行使該等權力之建議、協議及購股權；

- (b) 在本決議案(a)段之批准下，授權董事會於有關期間內作出或授予在有關期間結束後可能須行使該等權力之建議、協議及購股權；
- (c) 董事會根據本決議案(a)段批准所配發或有條件或無條件同意配發之股本總面值（不論是否根據購股權或其他方式配發者），不得超過本公司於通過本決議案當日已發行股本面值總額之20%，而上述批准則須據此受到限制，惟根據以下事項而配發者除外：
 - (i) 供股（定義見本決議案(d)段）；或
 - (ii) 按照本公司之公司細則執行以股代息或其他類似計劃；或
 - (iii) 本公司購股權計劃或本公司現時所採納有關向本公司及／或其任何附屬公司之僱員或董事授出或發行股份或可認購股份之權利之任何類似安排而發行股份；或

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(iv) the exercise of the rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into any shares in 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 the passing of this Resolution and the said approval shall be limited accordingly;

(d) 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) 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 of Bermuda to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the Board to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem

(iv) 根據當時有效之任何證券或票據(可轉換為本公司任何股份)之條款,行使認購權或換股權;

(d) 就本決議案而言:「有關期間」指本決議案通過之日至下列日期(以最早者為準)止之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 本公司之公司細則或任何百慕達適用法例規定本公司須舉行下屆股東週年大會之限期屆滿之日;及
- (iii) 在本公司股東大會通過普通決議案撤銷或修訂本決議案之日;及

「供股」乃指於董事會釐定之期間向於指定記錄日期名列股東名冊之股份持有人,按當時所持股份之比例公開提呈發售股份(惟董事可就零碎股權或任何地區法例之法律或實務問題或任何認可監管機

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necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory).”

(B) **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Board during the Relevant Period (as defined in Resolution 5(A)(d) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited or on any other exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited (the “Recognised Stock Exchange”) subject to and in accordance with all applicable laws, and in accordance with the provisions of, and in the manner specified in, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or the rules of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved; and

(b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal

構或任何證券交易所之規定·作出其認為必須或權宜之豁免或其他安排)。」

(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會於有關期間(定義見本大會通告所載第5(A)(d)項決議案)內行使本公司一切權力·在香港聯合交易所有限公司或股份可能在並經由證券及期貨事務監察委員會與香港聯合交易所有限公司就此認可之其他證券交易所(「認可證券交易所」)上市之交易所購回股份·惟須遵守及按照所有適用法律及依照香港聯合交易所有限公司證券上市規則或任何其他認可證券交易所之規定;及

(b) 本公司根據本決議案(a)段之批准於有關期間購回或有條件或無條件購回股份之面值總額·將不得超過本公司於

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amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly.”

- (C) “**THAT** subject to the passing of Resolutions 5(A) and 5(B) set out in the Notice of this Meeting, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to and in accordance with the approval given in Resolution 5(A) set out in the Notice of this Meeting be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 5(B) set out in the Notice of this Meeting provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 5(B) and the said approval shall be limited accordingly.”

通過本決議案當日已發行股本面值總額之10%，而上述批准則須據此受到限制。」

- (C) 「**動議**待本大會通告所載第5(A)及5(B)項決議案獲通過後，以增加及擴大董事會根據本大會通告所載第5(A)項決議案所批准可能配發或有條件或無條件同意配發（不論根據購股權或以其他方式）之股本面值總額，方法為加上根據本大會通告第5(B)項決議案所批准本公司可能購回之股份面值總額，惟該數額不得超過根據上述第5(B)項決議案購回股份面值總額，而上述批准則須據此受到限制。」

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6. As a special business, to consider and, if thought fit, passing with or without amendment the following resolution as a Special Resolution:

SPECIAL RESOLUTION

"**THAT** the existing bye-laws of the Company be and are hereby amended in the following manner:

By deleting bye-law 111(A) in its entirety and substituting therefore the following new paragraph:

"111(A) Notwithstanding any other provisions in the bye-laws and subject to the manner of retirement by rotation of Directors as from time to time prescribed under the rules of the Designated Stock Exchange, at each annual general meeting 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years."

Yours faithfully,

For and on behalf of the Board of
Grand Field Group Holdings Limited
Chau Tsun Ming, Jimmy
Company Secretary

Hong Kong, 29 April 2005

6. 以特別事項方式酌情通過(無論有否修訂)下列特別決議案:

特別決議案

「**動議**按以下形式修訂本公司現行之公司細則:

刪去細則第111(A)條,改以下文取代:

111(A) 「儘管細則有任何其他規定,並遵照指定證券交易所規則不時規定之董事輪流退任方式,於每次股東週年大會上,三分之一在任董事(或若其數目並非三(3)之倍數,則為最接近但不少於三分之一之數目)須輪流退任,惟每位董事(包括有指定任期的董事)應輪流退任,至少每三年一次。」

代表

鈞濠集團有限公司
 董事會
 公司秘書
周峻明
 謹啟

香港,二零零五年四月二十九日

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the principal place of business of the Company at Room 1201, Righteous Centre, 585 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting (or adjourned meeting, as the case may be).
3. The register of members of the Company will be closed from 21 June 2005 to 24 June 2005, both days inclusive, for the purpose of establishing entitlements of the shareholders of the Company to attend the Company's annual general meeting. During such period, no transfer of Shares will be registered. In order to qualify for the proposed final dividend and voting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 20 June 2005.
4. With regard to item no. 3 in this notice, the Board of Directors of the Company proposed that the retiring Directors, namely, Mr. Hui Pui Wai, Kimber, Mr. Lum Pak Sum and Dr. Wong Yun Kuen be re-elected as Directors of the Company. Details of these retiring Directors are set out in Appendix II of the circular which will be despatched to members together with the 2004 Annual Report of the Company.

附註:

1. 凡有權出席根據上述通告而召開之大會及於大會上投票之股東，均有權委派一位或多位代表出席，並代其投票。受委代表毋須為本公司股東。
2. 代表委任表格及經簽署之授權書或其他授權文件（如有）或經由公證人簽署之該等授權書或授權文件副本，最遲須於會議（或其續會，視情況而定）指定舉行時間四十八小時前，交回本公司之主要營業地點，即香港九龍彌敦道585號富時中心1201室。
3. 本公司將於二零零五年六月二十一日至二零零五年六月二十四日（包括首尾兩天）暫停辦理股份過戶登記手續，以確定有權出席本公司之股東週年大會之股東名單。在該期間內，任何股份過戶將不獲登記。股東如欲獲派建議之末期股息及投票，所有股份過戶文件連同有關股票須於二零零五年六月二十日下午四時前，一併送達本公司於香港之股份過戶登記辦事處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，辦理過戶登記手續。
4. 就本通告第3項而言，本公司董事會建議重選退任董事許培偉先生、林柏森先生及黃潤權博士為本公司董事。上述退任董事之資料載於股東通函附錄二，將連同本公司2004年年報一併寄發予股東。

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5. An explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the proposed repurchase mandate under ordinary resolution as referred to in item 5(B) above and also details regarding the amendments to existing bye-laws under special resolution as referred to in item 6 above contained in the circular will be despatched to members together with the 2004 Annual Report of the Company.
5. 根據香港聯合交易所有限公司證券上市規則規定，就上述第5(B)項之普通決議案建議購回授權而刊發之說明文件以及上述第6項之特別決議案修訂現行公司細則之詳情，已刊載於股東通函，將連同本公司2004年年報一併寄發予股東。