

茲通告本公司訂於二零零六年五月十一日(星期四)上午十一時正假座香港九龍尖沙咀東部麼地道七十二號香港日航酒店花園廳A-C舉行股東週年大會，藉以討論下列事項：

普通決議案

普通事項

- 一. 省覽截至二零零五年十二月三十一日止年度的經審核財務報告暨董事會及核數師報告；
- 二. 宣佈派發截至二零零五年十二月三十一日止年度的末期股息；
- 三. 重選退任的董事及授權董事會釐定董事酬金；
- 四. 續聘本公司核數師及授權董事會釐定彼等的酬金；及

特別事項

考慮並酌情通過下列決議案為普通決議案：

五. 「動議：

- (a) 在本決議案(b)段的限制下，一般及無條件批准本公司董事會根據一切適用法例及不時修訂的香港聯合交易所有限公司(「聯交所」)證券上市規則的規定，於有關期間(定義見下文)內行使本公司一切權力，在聯交所購回本公司股份；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Garden Rooms A-C, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 11 May 2006 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2005;
2. To declare the final dividend for the year ended 31 December 2005;
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration;
4. To re-appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration; and

As Special Business

To consider and, if thought fit, to pass the following Resolutions as ordinary resolutions:

5. "THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) 根據以上(a)段所賦予的批准可予本公司於有關期間內回購的股份面值總額，將不得超過本公司於此項決議案通過日期的已發行股本面值總額百分之十，而上文的批准應以此為限；及

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列最早時間止的期間：

(i) 本公司下屆股東週年大會結束之時；

(ii) 依照本公司的公司細則或任何適用法例規定本公司須舉行下屆股東週年大會的期限屆滿之日；及

(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。」

六. 「動議：

(a) 在本決議案(c)段的限制下，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司一切權力，以配發、發行及其他方式處置本公司股本中的額外股份，並批准本公司董事訂立或授予或須行使或可能須行使須於有關期間內或屆滿後，根據適用的法律行使該等權力的售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份的債券證)；

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to paragraph (a) above during the Relevant Period 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; and

(c) 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 the Bye-Laws of the Company or any applicable laws 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.”

6. “THAT:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) 上文(a)段所賦予的批准授權本公司董事會於有關期間(定義見下文)內訂立或授予或須於有關期間屆滿後行使該等權力的售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份的債券證)；
- (c) 本公司董事會依據上文(a)段批准配發或有條件或無條件同意配發(不論根據認股權或其他事項)的股本面值總額(不包括根據(i)配售股份(定義見下文)；(ii)本公司根據因行使本公司的認股權證或可兌換本公司股份的證券之認購權或換股權；(iii)根據本公司當時的公司細則發行代息股份等情況所配發的股份；或(iv)根據本公司當時獲採納的任何購股權計劃或任何類似安排所發行的股份)，不得超過本公司於通過此決議案之日已發行股本面值總額百分之二十，而上文所述的批准亦須受此數額限制；及
- (d) 就本決議案而言：
- 「有關期間」指由本決議案通過之日起至下列最早時間止的期間：
- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照本公司的公司細則或任何適用法例規定本公司須舉行下屆股東週年大會的期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted of the Company, shall not exceed 20 per cent. 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
- (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 Bye-Laws of the Company or any applicable laws 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.

「**配售股份**」乃指在本公司董事會所指定的期間內，根據售股建議向指定記錄日期名列本公司股東名冊的股份持有人或任何類別股份持有人，按其當時持股比例或股份種類配發、發行或授予股份的建議（惟董事會有權在必須或權宜時就零碎股權或香港以外任何地區的法例所規定限制或責任或任何認可監管機構或證券交易所的規定，取消若干股份持有人在此方面的權利或其他安排）。」

七. 「**動議**上文第五項及第六項決議案獲正式通過後，將本公司依據上文第五項決議案回購的股份面值總額，加於本公司董事會根據上文第六項決議案可配發或同意有條件或無條件發行及配發的股份面值總額，惟該等額外的總額不得超過本決議案獲通過當日本公司已發行股本面值總額的百分之十。」

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of holders of shares of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions 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 of any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of resolution nos. 5 and 6 above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with resolution no. 5 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with resolution no. 6 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

特別決議案

八. 考慮及酌情通過下列決議案為本公司特別決議案：

「**動議**刪除整條本公司之公司細則第189(ix)條，並以下文取代整條公司細則第109(A)條：

「109(A). 即使此等章程細則有任何其他規定，在每屆股東週年大會上，連續三年出任本公司董事的任何董事（不論是否有指定任期）均須輪值退任。倘該等退任董事的數目低於本公司當時董事數目的三分之一（或倘當時退任董事的數目並非三的倍數，則最接近但不低於三分之一的數目）（「最低數目」），則自其最近獲委任或重選之日起計在任時間最長的董事（惟倘有關人士於同日成為董事或最近重選為董事，除非彼等之間另有協定，否則應以抽籤決定退任的董事）須輪值退任，以使每年輪值退任的董事數目不會低於最低數目。退任董事有資格膺選連任。為免生疑，在確定將輪值退任的特定董事或董事數目時，不應計入願意退任但不願膺選連任的任何董事及根據公司細則第100條（經公司細則第189(v)條修訂）委任的任何董事。」

承董事會命
公司秘書
謝日康

香港，二零零六年四月十八日

SPECIAL RESOLUTION

8. To consider and, if thought fit, passing the following resolution as a special resolution of the Company:-

“**THAT** Bye-Law 189(ix) of the Bye-Laws of the Company shall be deleted in its entirety and Bye-Law 109(A) be replaced in its entirety by the following:

‘109(A). Notwithstanding any other provisions in these Bye-Laws, at each annual general meeting, any Director (whether or not appointed for a specific term) who has served as Director of the Company for consecutive three years shall be subject to retirement by rotation. If the number of such retiring Directors is less than one-third (or if the number of Directors for the time being is not a multiple of three, the number nearest to, but not less than, one-third) of the Directors of the Company for the time being (the “Minimum Number”), then the Director(s) who have been longest in office since their last appointment or re-election (provided that if the relevant persons became Directors or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot) shall retire from office by rotation so that the number of Directors retiring by rotation in each year will not be less than the Minimum Number. The retiring Directors shall be eligible for re-election. For the avoidance of doubt, any Director who wishes to retire and not to offer himself for re-election and any Director appointed pursuant to Bye-Law 100 (as amended by Bye-Law 189(v)) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.’”

By Order of the Board
Tse Yat Hong
Company Secretary

Hong Kong, 18 April 2006

股東週年大會通告

Notice of Annual General Meeting

附註：

1. 本年報隨附大會適用的代表委任表格。
2. 遵照本公司細則的規定，凡有權出席大會並於會上投票的股東，均可委任一名或以上的委任代表出席大會，並於表決時代其投票。受委任的代表毋須為本公司股東，但必須親自出席大會。
3. 代表委任表格連同經簽署的授權書(如有)或其他授權文件(如有)或經公證人簽署證明的授權書或授權文件副本，必須於大會(或其任何續會)指定舉行時間四十八小時前送達本公司的香港股份過戶登記分處登捷時有限公司，地址為香港皇后大道東二十八號金鐘匯中心二十六樓。填妥及交回代表委任表格後，閣下仍可親身出席大會(或其任何續會)，並於會上投票。
4. 委任代表的文件必須由閣下或閣下正式書面授權的代理人親筆簽署；或如股東為一家公司，則須加蓋公司印鑑或由高級職員或正式授權的代理人親筆簽署。

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. 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 in accordance with the Company's Bye-Laws. A proxy need not be a member of the Company but must be present in person to represent the member.
3. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.