

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

**NOTICE IS HEREBY GIVEN** that an annual general meeting of TCC International Holdings Limited (the “**Company**”) will be held at Chater Room I, The Function Room Level, B1, The Ritz Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Tuesday, 23 May 2006 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and Auditors in respect of the year ended 31 December 2005;
2. To declare the final dividend recommended by the Directors in respect of the year ended 31 December 2005;
3. To appoint and re-elect Directors;
4. To authorise the board of Directors to fix the remuneration of the Directors;
5. To re-appoint the Auditors and to authorise the board of Directors to fix their remuneration;

**茲通告**台泥國際集團有限公司(「**本公司**」)謹訂於二零零六年五月二十三日星期二上午十時正，假座香港干諾道中3號香港麗嘉酒店地庫一層宴會廳舉行股東週年大會，以便處理下列事項：

1. 省覽及考慮截至二零零五年十二月三十一日止年度之經審核財務報表及董事會報告書與核數師報告書；
2. 宣派董事所建議截至二零零五年十二月三十一日止年度之末期股息；
3. 委任及重選董事；
4. 授權董事會釐定董事酬金；
5. 續聘核數師及授權董事會釐定其酬金；

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6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions or, as the case may be, special resolution of the Company:

### ORDINARY RESOLUTIONS

(A) "THAT:

- (1) subject to paragraph (3) of this resolution, the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share 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;
- (2) the approval in paragraph (1) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

6. 作為特別事項，考慮及酌情以本公司普通決議案或（視乎情況而定）特別決議案形式通過（不論有否經過修訂）下列決議案：

### 普通決議案

(A) 「動議：

- (1) 在本決議案第(3)段之限制下，一般性及無條件批准本公司董事（「董事」）在有關期間（定義見下文）行使本公司一切權力，以配發、發行及處理本公司股本中之額外股份，及訂立或授予可能須行使該等權力之建議、協議及購股權；
- (2) 本決議案第(1)段之批准，將授權董事於有關期間訂立或授予在有關期間結束後得須或可能須行使該等權力之建議、協議及購股權；

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(3) 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 (1) of this resolution, other than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option granted under the Company's share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association 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 the passing of this resolution and the said approval shall be limited accordingly; and

(4) 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 any applicable laws or the articles of association of the Company to be held; and

(3) 董事根據本決議案第(1)段之批准而配發或有條件或無條件同意配發(不論是否根據購股權或其他方式)之股本面值總額(但不包括根據(i)配售新股(定義見下文);(ii)按本公司購股權計劃下授予之任何購股權之行使;或(iii)按照本公司之組織章程細則配發股份以代替全部或部份股息之任何以股代息計劃或類似安排而進行者),不得超過於通過本決議案當日之本公司已發行股本面值總額20%,而上述批准應以此為限;及

(4) 就本決議案而言:

「有關期間」指本決議案通過之日起至下列日期(以較早者為準)止之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 任何適用法例或本公司之組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時;及

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(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company 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 necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or requirements of any recognised regulatory body or any stock exchange in any territory).”

(B) **“THAT:**

(1) subject to paragraph (2) of this resolution, the exercise by the Directors of the Company (the “Directors”) during the Relevant Period (as hereinunder defined) of all the powers of the Company to purchase shares in the capital of the Company, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;

(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂根據本決議案授出之權力時。

「配售新股」指於董事指定之期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按彼等當時持有該等股份之比例，提出發售股份建議；惟董事有權就零碎股份或在考慮任何地區之法律規定之限制或責任或在任何地區之任何認可監管機構或任何證券交易所之規定後，作出其認為必須或權宜之豁免或其他安排。」

(B) **「動議:**

(1) 在本決議案第(2)段之限制下，一般性及無條件批准本公司董事（「董事」）在有關期間（定義見下文）行使本公司一切權力，根據所有適用法例及／或任何適用於本公司之地區之任何認可監管機構或任何證券交易所之規定，購入本公司股本中之股份；

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(2) the aggregate nominal amount of the shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (1) of this resolution 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 the passing of this resolution and the said approval shall be limited accordingly; and

(3) 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 any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(2) 本公司於有關期間根據本決議案第(1)段之批准可能購回之本公司股份面值總額，不得超過本決議案通過當日之本公司已發行股本面值總額10%，而上述批准應以此為限；及

(3) 就本決議案而言：

「有關期間」指本決議案通過之日起至下列日期（以較早者為準）止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 任何適用法例或本公司之組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時；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根據本決議案授出之權力時。」

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(C) “**THAT**, conditional upon the resolutions set out in paragraphs (A) and (B) of item 6 of the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company (the “Directors”) to exercise the powers of the Company to allot, issue and deal with shares of the Company be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to repurchase such shares provided that such amount shall not exceed 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution.”

(C) 「**動議**在召開本大會之通告第6項(A)及(B)段所載決議案獲正式通過之前提下，擴大授予本公司董事（「董事」）可行使本公司配發、發行及處理本公司股份之一般性授權，將董事行使本公司購入本公司股本中之股份的權力而購回之本公司股份面值總額，加入董事根據該一般授權可配發及發行或有條件或無條件同意配發及發行之股本面值總額內，惟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10%。」

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(D) “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “Scheme”), a copy of which has been produced to this meeting marked “A” for the purpose of identification, having a nominal amount equal to 10% of the shares in the capital of the Company in issue as at the Date of this meeting, the Scheme be and is hereby approved and adopted and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme including, but without limitation:

- (1) to administer the Scheme under which options may be granted to Eligible Persons (as defined in the Scheme) to subscribe for shares in the capital of the Company;
- (2) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme relating to modification and/or amendment;

(D) 「**動議**待香港聯合交易所有限公司（「聯交所」）批准本公司因根據本公司新購股權計劃（「該計劃」，註有「A」字樣之副本已送呈本大會，以資識別）授出之任何購股權獲行使而將予發行之股份（面值相等於本大會日期之本公司已發行股本中之股份10%）上市及買賣後並在其規限下，批准及採納該計劃並授權本公司董事會作出一切彼等認為使該計劃生效而必須或權宜之行動，並訂立所有該等交易、安排及協議，其中包括但不限於：

- (1) 管理該計劃，據此可向合資格人士（定義見該計劃）授出購股權以認購本公司股本中之股份；
- (2) 不時更改及／或修訂該計劃，惟有關更改及／或修訂須根據該計劃有關更改及／或修訂之條文而生效；

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- (3) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares of the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of any options granted under the Scheme; and
- (4) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme.

(without prejudice to the rights and benefits of and attached to any such options as may have been granted under the share option scheme of the Company adopted on 5 October 1997 which are still outstanding.)”

- (E) “**THAT** conditional upon the passing of the resolution set out in the notice convening this meeting as Resolution (D) in item 6 of the notice convening this meeting, the share option scheme adopted by the Company on 5 October 1997 be and is hereby terminated with immediate effect.”

### SPECIAL RESOLUTION

- (F) “**THAT** the articles of association of the Company be amended as follows:

**(i) Article 80**

By replacing the full-stop at the end of subparagraph (d) with “; or” and inserting a new subparagraph (e) as follows:

- (3) 於適當時間或時段向聯交所及本公司已發行股份當時可能上市之任何其他證券交易所提交申請，以批准本公司任何股份上市及買賣，而其後本公司可行使根據該計劃授出之任何購股權而不時發行及配發該等股份；及
- (4) 同意（倘若本公司就此視作合適及權宜）按照有關機關就該計劃而可能規定或施加之該等條件、更改及／或修訂。

（在不影響本公司於一九九七年十月五日採納之購股權計劃項下可能已經授出但仍未行使之任何該等購股權隨附之權利及權益之情況下。）」

- (E) 「**動議**待通過召開本大會通告所載之決議案為召開本大會之通告中第6項決議案(D)後，終止本公司於一九九七年十月五日採納的購股權計劃並即時生效。」

### 特別決議案

- (F) 「**動議**修訂本公司之組織章程細則如下:

**(i) 第80條**

以「; 或」取代分段(d)末之句號，並加入下列的全新(e)分段：



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“(e) any of the Directors (including the Chairman) who individually or collectively (including the Chairman of the relevant meeting of the Company) hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting of the Company, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies, such Directors shall have the right to demand a poll. If a poll is required under these circumstances, the Chairman of the meeting should disclose to the meeting the total number of votes represented by all proxies held by Directors indicating an opposite vote to the votes cast at the meeting on a show of hands.”;

### (ii) Article 99

By deleting Article 99 in its entirety and substituting therefor the following:

“Without prejudice to the power of the Company in general meeting in pursuance of Article 119 of these Articles to appoint any person to be a Director, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next annual general meeting (in the case of an additional to their number) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting.”;

(e) 任何董事（包括主席）個別或共同（包括本公司有關大會之主席）持有於本公司指定大會總投票權5%或以上股份之委任表格，而倘於該大會以舉手投票時乃以該等委任表格所指示之相反方式進行，則該董事有權要求以點票方式表決。倘須以點票方式表決，大會主席須於舉手表決時，向大會披露董事所持列明於大會投反對票之代表委任表格所佔之總票數。」；

### (ii) 第99條

刪除第99條全文並以下文取代：

「在不影響本公司依據該等細則第119條於股東大會上委任任何人士出任董事之權力下，董事會有權不時及隨時委任任何人士出任董事以填補臨時空缺或加入董事會。就此獲委任之董事任期僅直至下屆股東大會（如屬填補臨時空缺）或直至下屆股東週年大會（如屬增加董事人數），並須符合資格於該大會上予以重選，惟就此退任之董事不會計入決定須於該大會上予以退任之董事人數以內。」；

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### (iii) Article 106(vii)

By replacing the words “special resolution” in the first sentence of Article 106 (vii) with “ordinary resolution”.

### (iv) Article 116

By deleting the first sentence of Article 116 in its entirety and substituting therefor the following:

“Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at every annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation.”;

### (v) Article 119

By deleting Article 119 in its entirety and substituting therefor the following:

“Without prejudice to the power of the Board in pursuance of Article 99 of these Articles to appoint any person to be a Director, the Company may from time to time by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provision of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an additional to their number) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting.”; and

### (iii) 第106(vii)條

以「普通決議案」一詞取代第106(vii)條首句中「特別決議案」一詞。

### (iv) 第116條

刪除第116條首句全句，並以下文取代：

「在上市規則不時訂明董事須予輪席告退之方式規限下，於各股東週年大會上當時三分一董事或如董事數目並非三或三之倍數，則最接近但不少於三分一之董事須輪席告退。」；

### (v) 第119條

刪除第119條全文，並以下文取代：

「在不影響董事會依據該等細則第99條可委任任何人士出任董事之權力規限下，本公司可不時通過普通決議案增加或減少董事人數，惟有關董事人數不得少於二。在該等細則及法律條文之規限下，本公司可通過普通決議案選舉任何人士出任董事，以填補臨時空缺或加入現有董事人數以內。就此獲委任之董事任期僅直至本公司下屆股東大會（如屬填補臨時空缺）或直至本公司下屆股東週年大會（如屬增加董事人數），並須符合資格於該大會上予以重選，惟就此退任之董事不會計入決定須於該大會上予以退任之董事人數以內。」；及

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### (vi) Article 122(a)

By replacing the words “special resolution” in the first sentence of Article 122(a) with “ordinary resolution”.

By order of the Board of

**TCC International Holdings Limited**

**Kwok Pui Ha**

*Company Secretary*

Hong Kong, 25 April 2006

### (vi) 第122(a)條

以「普通決議案」一詞取代第122(a)條首句中「特別決議案」一詞。

承董事會命

台泥國際集團有限公司

公司秘書

郭佩霞

香港，二零零六年四月二十五日

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### Notes:

1. The register of members of the Company will be closed from 20 May 2006 to 23 May 2006 (both days inclusive), during which period no transfer of shares will be registered.
2. In order to qualify for attending and voting at the above meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 19 May 2006.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
4. In order to be valid, 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 such power of attorney or authority, must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
5. Concerning resolution (A) set out in item 6 of this Notice, approval is being sought from members for a general mandate to be given to the Directors to authorise allotment of additional shares in the capital of the Company in the event that it becomes desirable. The Directors have no immediate plan to issue any new shares of the Company.
6. Concerning resolution (B) set out in item 6 of this Notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase the Company's shares. The Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate and beneficial for the Company and its shareholders.

### 附註:

1. 本公司將由二零零六年五月二十日至二零零六年五月二十三日期間(包括首尾兩天)暫停辦理股份過戶登記手續,在該期間內將不會辦理任何股份過戶登記。
2. 為符合出席上述大會及於會上投票之資格,所有股份過戶文件連同有關股票必須於二零零六年五月十九日下午四時正前,交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心1712-1716室。
3. 凡有權出席上述大會並於會上投票之股東,均有權委任一名或多名代表代其出席,並於投票表決時代其投票。受委代表毋須為本公司股東。
4. 委任代表文據連同簽署人之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或其他授權文件副本,不得遲於大會或其任何續會指定舉行時間前48小時送達本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心1712-1716室,方為有效。
5. 就載於本通告第6項(A)段決議案而言,現正尋求股東批准給予董事可於合宜時配發本公司股本中之額外股份之一般性授權。董事現時並無計劃發行本公司任何新股份。
6. 就載於本通告第6項(B)段決議案而言,現正尋求股東批准給予董事可購回本公司股份之一般授權。董事謹表明,在彼等認為合宜並對本公司及其股東有利之情況下,方會行使獲授予之權力購回本公司股份。

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

7. Concerning resolution (C) set out in item 6 of this Notice, approval is being sought from members for an extension of the general mandate given to the Directors to allot, issue and deal with additional shares by adding to it the number of shares repurchased under the authority granted pursuant to resolution (B) set out in item 6 of this Notice.
7. 就載於本通告第6項(C)段決議案而言，現正尋求股東批准擴大授予董事可配發、發行及處理額外股份之一般性授權，在其上加入根據載於本通告第6項(B)段決議案所授予之授權而購回之股份數目。
8. Pursuant to article 80 of the articles of association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. A poll may be demanded by:
8. 根據本公司之組織章程細則第80條，於任何股東大會上，提呈大會表決之決議案將以舉手方式進行，除非根據上市規則規定須進行投票表決或（在宣佈舉手投票結果時或之前，或於撤回任何其他投票要求時）被要求進行投票表決。下列人士可要求進行投票表決：
- (a) the Chairman of the meeting; or
- (a) 大會主席；或
- (b) at least five shareholders present in person or by proxy and entitled to vote; or
- (b) 最少五名親身或委派代表出席及有權投票之股東；或
- (c) any shareholder or shareholders present in person (or in case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the shareholders having the right to attend and vote at the meeting; or
- (c) 任何一名或多名親身（或倘為公司，則為其正式授權代表）或委派代表出席，及合共佔所有有權出席大會並於會上投票之股東之總投票權不少於十分之一之股東；或
- (d) any shareholder or shareholders present in person (or in case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (d) 任何一名或多名親身（或倘為公司，則為其正式授權代表）或委派代表出席，及持有獲賦予權利出席大會及於大會上投票之股份之實繳股款總額，不少於全部獲賦予該項權利之股份實繳股款總額十分之一之股東。