

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Raymond Industrial Limited (the "Company") will be held at the B1 Floor, Monet Room (b), Inter-Continental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui, Kowloon, on Friday, 1st June 2007 at 3:00 p.m. for the following purposes:

1. To receive and consider the Financial Statements and Reports of Directors and Independent Auditors for the year ended 31st December 2006.
2. To declare a final dividend and a special dividend.
3. To re-elect directors and fix their remuneration.

Details of the three Directors Mr. Wong, Wilson Kin Lae, Mr. Qiang WenYu, and Mr. Ng Yiu Ming, who will retire by rotation and offer themselves for re-election are as follows:

Mr. Wong, Wilson Kin Lae, *Chairman*

Mr. Wong, Wilson Kin Lae, aged 71, father of Mr. Wong, Raymond Man Hin (deputy executive chairman, executive director and General Manager of the Company), brother of Dr. Wong, Philip Kin Hang (Director and substantial shareholder of the Company), uncle of Mr. Wong, John Ying Man (Director), is Chairman of the Company. After obtaining a Bachelor of Engineering degree (Chemical Engineering) in Canada in 1959, he spent three years as a lecturer at the Hong Kong Technical College until 1964 when he founded the Company.

There is no service contract between Mr. Wong, Wilson Kin Lae and the Group. As a Director of the Company, Mr. Wong is subject to the retirement and rotation rules set out in the Articles of Association of the Company.

茲通告利民實業有限公司(「本公司」)謹定於二零零七年六月一日(星期五)下午三時假座香港九龍尖沙咀麼地道70號海景嘉福酒店地庫一樓荷花廳舉行股東週年大會，以便處理下列事項：

- (一) 省覽截至二零零六年十二月三十一日止年度之財務報表與董事會及獨立核數師報告書。
- (二) 宣佈派發末期股息及特別股息。
- (三) 重選舉董事及釐定其酬金。

黃乾利先生、強文郁先生及伍耀明先生將於應屆股東週年大會輪值告休，惟他們願應選連任。該三位董事之詳細履歷如下：

黃乾利先生，*主席*

黃乾利先生，71歲，黃文顯先生(本公司之副執行主席，執行董事及總經理)的父親，黃乾亨博士(本公司之董事及主要股東)之弟弟，黃英敏先生(董事)之叔父，公司主席。1959年在加拿大大學畢業，獲化學工程學士學位。其後三年在香港理工學院任講師，於1964年創辦本公司。

黃先生與本集團並無訂立服務合約。作為本公司之主席，黃先生須遵守本公司之組織章程細則所載輪值告退之規定。

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As at the Latest Practicable Date, Mr. Wong, Wilson Kin Lae is taken to be interested in 96,039,605 shares in the Company. Of the said 96,039,605 shares (i) 150,000 shares were held by Ms. Sun, Amelia Kwing Hai, spouse of Mr. Wong, Wilson Kin Lae; (ii) 13,431,837 shares were held through Broadbridge Enterprises Limited, a company beneficially owned by Mr. Wong, Wilson Kin Lae and his spouse; (iii) 77,881,760 shares were held under a trust, the beneficiaries of which include the children of Mr. Wong, Wilson Kin Lae.

As disclosed in the Annual Report 2006 of the Company, the director's fee and discretionary bonuses paid to Mr. Wong, Wilson Kin Lae in 2006 was HK\$80,000.00 and HK\$61,475.00, the amount of which was determined on the basis of hours dedicated by the director to attend meeting and business of the Company during the period.

Mr. Qiang, WenYu, Non-Executive Director

Mr. Qiang, WenYu, aged 34, was appointed as one of our Non-executive Directors on 1st April 2003. Mr. Qiang Wenyu graduated from Beijing Institute of Technology in 1994 and joined the service of China North Industries Corporation in 1995. In 2003, Mr. Qiang assumes office as the Assistant General Manager of Silver City International (Holdings) Ltd. and the General Manager of Throne Star International Ltd. He is an independent non-executive director of Xi'an Haitian Antenna Technologies Co., Ltd. since November 2005.

There is no service contract between Mr. Qiang WenYu and the Group. As a Director of the Company, Mr. Qiang is subject to the retirement and rotation rules set out in the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Qiang Wenyu is personally interested in 600,000 shares in the Company.

於最後實際可行日期，黃乾利先生被視作擁有本公司96,039,605股股份。在上述96,039,605股股份中(1)該等股份乃透過黃乾利先生之配偶辛炯僖女士持有本公司150,000股股份，(2)該等股份乃透過黃乾利先生及其配偶實益擁有之Broadbridge Enterprises Limited 持有本公司13,431,837股股份，(3)該等股份乃透過由包括黃乾利先生之子女實益擁有之信託基金持有本公司77,881,760股股份。

據本公司二零零六年年報所披露，黃乾利先生於二零零六年收取之董事袍金為80,000.00港元及酌情發放之花紅為61,475.00港元。本公司乃依據黃乾利先生於期內參與董事會會議及本公司事務所付出之時間釐定董事袍金。

強文郁先生，非執行董事

強文郁先生，34歲，於2003年4月1日擔任本公司非執行董事。1994年畢業於北京理工大學，1995年加入中國北方工業公司。2003年擔任銀華國際(集團)有限公司總經理助理與利星國際有限公司總經理。從2005年11月強先生為西安海天天綫科技股份有限公司之獨立非執行董事。

強文郁先生與本集團並無訂立服務合約。作為本公司之董事，強先生須遵守本公司之組織章程細則所載輪值告退之規定。

於最後實際可行日期，強文郁先生以個人權益形式擁有本公司600,000股股份。

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As disclosed in the Annual Report 2006 of the Company, the director's fee paid to Mr. Qiang Wenyu in 2006 was HK\$80,000.00, the amount of which was determined on the basis of hours dedicated by the director to attend meeting and business of the Company during the period.

Mr. Ng, Yiu Ming, *Independent Non-Executive Director*

Mr. Ng, Yiu Ming, aged 70, was appointed to the Board as an Independent Non-executive Director in 2nd July 2004. Mr. Ng is currently a Non-executive Director of Dah Sing Financial Holdings Ltd. He has more than 40 years of experience in Hire Purchase and Leasing Finance.

There is no service contract between Mr. Ng Yiu Ming and the Group. As a Director of the Company, Mr. Ng is subject to the retirement and rotation rules set out in the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Ng Yiu Ming is personally interested in 330,000 shares in the Company.

As disclosed in the Annual Report 2006 of the Company, the director's fee paid to Mr. Ng Yiu Ming in 2006 was HK\$100,000.00, the amount of which was determined on the basis of hours dedicated by the director to attend meeting and business of the Company during the period.

4. To appoint auditors and authorise the directors to fix their remuneration.

據本公司二零零六年年報所披露，強文郁先生於二零零六年收取之董事袍金為80,000.00港元。本公司乃依據強文郁先生於期內參與董事會會議及本公司事務所付出之時間釐定董事袍金。

伍耀明先生，獨立非執行董事

伍耀明先生，70歲，2004年7月2日獲委任為本公司之獨立非執行董事。伍先生為現任大新金融集團有限公司之非執行董事，伍先生擁有逾四十年租購及租賃貸款業務經驗。

伍耀明先生與本集團並無訂立服務合約。作為本公司之董事，伍先生須遵守本公司之組織章程細則所載輪值告退之規定。

於最後實際可行日期，伍耀明先生以個人權益形式擁有本公司330,000股股份。

據本公司二零零六年年報所披露，伍耀明先生於二零零六年收取之董事袍金為100,000.00港元。本公司乃依據伍耀明先生於期內參與董事會會議及本公司事務所付出之時間釐定董事袍金。

- (四) 選核數師及授權董事會釐定其酬金。

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5. As special business, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or other securities convertible into shares and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (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 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 directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees 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 the passing of this resolution and this approval shall be limited accordingly; and

(五) 作為特別事項，考慮並酌情通過以下之決議案為普通決議案：

「動議：

- (a) 在下文(c)段之限制下，一般及無條件批准本公司董事於有關期間內行使本公司所有權力以配發，發行及處理本公司股本之額外股份或可轉換為該等股份之證券，並作出或授予或須行使此等權力之售股建議、協議及購股權；
- (b) 上文(a)段之批准可授權本公司董事於有關期間內作出或授予或須於有關期間結束後行使此等權力之售股建議、協議及購股權；
- (c) 本公司之董事依據上文(a)段所載之批准而配發或同意有條件配發或無條件配發(不論是否依據股權或其他原因而配發)之股本面值總額(按(i)配售新股(定義見下文)(ii)行使本公司發行之任何可轉換為本公司股份之任何證券之條款下之認購權(iii)當時採納以向本公司之職員或僱員授出或發行本公司股份或可購買本公司股份之權利之任何購股計劃或類似安排除外)不得超過於本決議案通過之日本公司已發行股本面值總額的百分之二十；及

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(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 Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board
Wong, Wilson Kin Lae
Chairman

Hong Kong, 19th April 2007

(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任何一項之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依據本公司之組織章程細則或任何適用之法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所載列之授權。

「配售新股」乃指本公司董事於所指定期間內，根據本公司之股份或任何類別股份之持有人於某一指定記錄日期登記在股東名冊之持有股份或任何類別股份之比例而提出之股份配售建議（惟本公司董事有權就零碎股權或香港以外任何地區之法律限制或責任，作出其認為必要或權宜之豁免或其他安排）。」

承董事會命
黃乾利
公司主席

香港，二零零七年四月十九日

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Notes:

1. Pursuant to Article 76 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 (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by any member or members present in person 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
- (d) by any member or members present in person 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.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

- 2. Every member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 3. Directors Mr. Wong, Wilson Kin Lae; Mr. Qiang WenYu and Mr. Ng Yiu Ming will abstain from voting in the re-election of directors.
- 4. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be delivered to the Registered Office of the Company at Rooms 1801-1813, 18th Floor Grandtech Centre, 8 On Ping Street, Shatin, N.T. at least 48 hours prior to the time appointed for holding the Annual General Meeting.

附註：

(一) 根據本公司組織章程細則第76條，在股東大會提出之決議案須以舉手方式表決，除非在宣佈舉手表決結果前或撤回另一項投票表決要求時，以下人士要求投票表決：

- (a) 會議主席；或
- (b) 不少於三位有權在會議投票而出席會議之股東或委任代表；或
- (c) 一位或多位佔所有可在大會投票股東之投票權總額不少於十分之一而出席會議之股東或委任代表；或
- (d) 一位或多位持有可在大會投票之本公司股份佔所有可在大會投票股份已繳股本總額不少於十分之一而出席會議之股東或委任代表。

除非要求投票表決，否則主席宣佈以舉手方式表決一致或以大多數通過或不通過決議案並且載入本公司會議紀錄，即為決定性證明而毋須證明贊成或反對該決議案的數目或比率。投票表決的要求可以撤回。

- (二) 可出席股東週年大會及投資之所有股東均可委任一位或多位代表代為出席及投票。受委代表毋須為本公司股東。
- (三) 黃乾利先生、強文郁先生及伍耀明先生不得就重選董事投票。
- (四) 代表委任表格必須連同經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之授權書或授權文件副本，最遲於上述大會召開時間四十八小時前送達本公司之註冊辦事處，地址為香港新界沙田安平街八號偉達中心18樓1801至1813室。

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5. The Register of Members of the Company will be closed from 28th May 2007 to 1st June 2007 (both days inclusive) during which period no transfers of Shares will be effected. In order to rank for the final dividend and special dividend, all share transfer documents accompanied by the relevant Share certificates must be lodged with the Company's registrars, Computershare Hong Kong Investor Services Limited, at 46th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 25th May 2007.

(五) 本公司之股東名冊將由二零零七年五月二十八日至二零零七年六月一日(首尾兩天包括在內)止期間暫停辦理股份過戶登記手續。如欲獲派末期股息及特別股息，須於二零零七年五月二十五日下午四時前將過戶文件連同有關之股票交回本公司之過戶登記處，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46樓。

As the date of this Notice, the directors of the Company are as follows:

Executive directors

Mr. Wong, Wilson Kin Lae, Mr. Wong, John Ying Man and Mr. Wong, Raymond Man Hin

Non-executive directors

Dr. Wong, Philip Kin Hang, GBS, JP, LLD, DH, Mr. Huang, Zhouchang, Mr. Qiang, Wenyu and Mr. Xiong, Zhengfeng (alternate to Mr. Huang Zhouchang)

Independent Non-executive directors

Mr. Leung, Michael Kai Hung, Mr. Fan, Anthony Ren Da and Mr. Ng, Yiu Ming

按照本通告，本公司之董事如下：

執行董事

黃乾利先生、黃英敏先生及黃文顯先生

非執行董事

黃乾亨博士，GBS，太平紳士，LLD，DH，黃宙昌先生、強文郁先生及熊正峰先生(黃宙昌先生之代董事)

獨立非執行董事

梁啟雄先生、范仁達先生及伍耀明先生