

茲通告本公司謹訂於二零零一年八月八日星期三上午十時正(香港時間)在香港中區法院道太古廣場港島香格里拉大酒店五樓泰山廳舉行股東週年大會，以處理下列事宜：

1. 省覽截至二零零一年三月三十一日止年度的經審核財務報表及董事會報告與核數師報告；
2. 重選告退之董事及授權董事會釐定其酬金；
3. 續聘核數師及授權董事會釐定其酬金；

及以特別事項形式考慮並酌情通過下列普通決議案(不論有否修訂)：

4. 「動議：
 - (a) 在下文第(c)段的規限下，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中的未發行股份，以及訂立或授予可能須於有關期間內行使該項權力的建議、協議及購股權；
 - (b) 在上文(a)段所述之批准乃授予本公司董事可於有關期間內訂立或授予可能須於有關期間屆滿後行使該等權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Hong Kong on Wednesday, 8 August 2001 at 10:00 a.m. (Hong Kong time) for the purpose of transacting the following business:

1. to receive and consider the Audited Financial Statements for the year ended 31 March 2001 and the Directors' and Auditors' Report thereon;
2. to re-elect the retiring Directors and to authorize the Board to fix their remuneration;
3. to re-appoint Auditors and to authorise the Board to fix their remuneration;

and to consider and, if thought fit, pass the following ordinary resolutions with or without amendments by way of special business:

4. “**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 unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during the Relevant Period be and 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 powers after the end of the Relevant Period;

(c) 本公司董事依據第(a)段的批准，配發或同意有條件或無條件配發（不論根據購股權或其他方式）的股本面值總額，惟根據下列各項而發行股份除外：

- (i) 配售新股；或
- (ii) 根據可轉換為本公司股份的任何本公司證券的條款而行使之認購權或換股權；或
- (iii) 現時為向本公司及／或其任何附屬公司的高級職員及／或僱員授出或發行股份或可購入本公司股份的權利而採納的任何購股權計劃或類似的安排，

不得超過本公司於通過本決議案日期的已發行股本面值總額的20%，而所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三項中最早日期止期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司的章程細則或公司條例規定本公司須舉行下屆股東週年大會的期限屆滿時；及

(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; or
- (ii) the exercise of rights of subscription or conversion under the terms of any securities of the Company which are convertible into shares of the Company; or
- (iii) any options scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the 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 date of 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 Articles of Association of the Company or the Companies Ordinance to be held; and

- (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授權之日期。

「配售新股」乃指於董事於指定的期間內，向於指定記錄日期名列本公司股東登記冊的股份持有人，按彼等當時的持股比例，提呈發售股份的建議（惟董事可就零碎股權或經考慮任何有關司法權區的任何法律限制或責任或任何認可監管機構或任何證券交易所的規定後，作出董事可能認為必需或權宜的豁免或其他安排）。

- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders 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 of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange).”

5. 「動議：

- (a) 在下文第(c)段的規限下，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，根據一切適用法例及香港聯合交易所有限公司（「聯交所」）不時修訂之證券上市規則（「上市規則」）或任何其他證券交易所不時修訂之規定，在聯交所（或公司證券可能上市並就此獲證券及期貨事務監察委員會及聯交所確認的其他證券交易所）購回本公司股本中的股份；
- (b) 在上文(a)段的批准乃本公司董事獲授的任何其他授權之額外授權；

5. “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 repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (or any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for that purpose) on the terms and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors of the Company;

(c) 本公司董事按照上文第(a)段的批准可能購買或同意有條件或無條件購買的本公司股份的面值總額，不得超過本公司於本決議案當日的已發行股本面值總額的10%，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三項中最早日期止期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司的章程細則或公司條例規定本公司須舉行下屆股東週年大會的期限屆滿時；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授權之日期。」

(c) the aggregate nominal amount of shares of the Company which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the 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 date of 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 Articles of Association of the Company or the Companies Ordinance to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting.”

6. 「動議待本大會通告第4及第5項決議案通過後，擴大根據第4項決議案向本公司董事授出的一般授權，加入本公司按照第5項決議案購回的股份面值總額，惟該項總額不得超過本公司於通過決議案日期之已發行股本總面值之10%」。

承董事會命
曾憲芬
公司秘書

香港，二零零一年七月十一日

附註：

1. 凡有權出席本大會及於會上投票的股東均有權委任他人作為其代表，代其出席及投票。持有兩股或以上股份的股東可委任超過一名代表同時出席大會。受委代表毋須為本公司股東。
2. 如股東為個人，本代表委任表格必須由股東或其授權人簽署。如股東為公司，代表委任表格須蓋上公司印鑑，或經由公司負責人或正式授權人親筆簽署。
3. 除非送交香港金鐘夏慤道16號遠東金融中心45樓本公司之註冊辦事處，否則本代表委任表格或委任受委代表的文據須告作廢，惟在任何情況下不得遲於大會及其任何續會指定舉行時間48小時前送抵。
4. 根據上市規則及香港公司收購及合併守則及股份購回守則，說明函件(載列根據第5項決議案授出的權力所依據的條款及條件)已連同本通告寄予各股東。

6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 of the Notice of this Meeting, the general mandate granted to the Directors of the Company under Resolution 4 be extended by the addition thereto the aggregate nominal amount of shares purchased by the Company pursuant to Resolution 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution.”

By order of the Board
TSANG HIN FUN ANTHONY
Company Secretary

Hong Kong, 11 July 2001

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the member or his attorney and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. The form of proxy or other instrument of proxy shall not be treated as valid unless lodged at the registered office of the Company at 45/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof.
4. In accordance with the Listing Rules and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases, an explanatory statement setting out the terms and conditions upon which the powers to be granted under Resolution 5 will be exercised has been sent to the Shareholders with this notice.