

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

Notice is hereby given that an Annual General Meeting of the Members of the Company will be held at Grand Royal Club, Level 6, Metroplaza Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong at 11:45 A.M. on Tuesday, 28 August 2001 for the following purposes:

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 March 2001;
2. To declare a final dividend;
3. To elect Directors and to authorize the Board of Directors to fix their remuneration;
4. To appoint Auditors and to authorize the Board of Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"That:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares of HK\$0.05 each in the capital of the Company, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

茲通告德永佳集團有限公司(「本公司」)謹訂於二零零一年八月二十八日星期二上午十一時四十五分，假座香港新界葵涌興芳路223號新都會廣場二座6樓帝豪會召開股東週年大會，以處理下列事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核綜合財務報表及董事會報告與核數師報告；
2. 宣佈派發末期股息；
3. 選舉董事並授權董事會釐定董事之酬金；
4. 委聘核數師並授權董事會釐定其酬金；
5. 作為特別事項，考慮及酌情通過下列決議案(不論修訂與否)為普通決議案：

「動議：

- (a) 在本決議案(b)段之規限下，一般性及無條件批准本公司董事會在符合適用法例之情況下，於有關期間內(如下文(c)段所釋)行使本公司全部權力，以回購本公司股本中每股面值港幣0.05元股份；

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| <p>(b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and</p> | <p>(b) 根據上述(a)段所述之批准，獲授權回購股本之面值總額不得超逾本公司於截至本決議案日期之已發行股本面值總額百分之十，而上述批准亦須受到此數額限制；及</p> |
| <p>(c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:</p> | <p>(c) 就本決議案而言，「有關期間」意指由本決議案通過之日起直至下列之較早日期為止之期間：</p> |
| <p>(i) the conclusion of the next Annual General Meeting of the Company;</p> | <p>(i) 本公司下屆股東週年大會結束之日；</p> |
| <p>(ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members in general meeting; and</p> | <p>(ii) 本決議案所述授權經由股東大會通過普通決議案予以撤銷或修改之日期；及</p> |
| <p>(iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company's Bye-laws or any applicable laws to be held.";</p> | <p>(iii) 根據本公司細則或任何適用法例規定，本公司須予召開下屆股東週年大會期限屆滿之日。」；</p> |

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“That:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize 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 by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares under any option 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; or (iii) any scrip dividend or similar

6. 作為特別事項，考慮及酌情通過下列決議案(不論修訂與否)為普通決議案：

「動議：

- (a) 在本決議案(c)段之規限下，一般性及無條件授權董事會在有關期間內(如下文(d)段所釋)行使本公司一切權力以配發、發行及處置本公司股本中之新增股份，以及在或需行使該等權力之情況下訂立或授予售股建議、協議及認購權；
- (b) 上述(a)段之批准授權本公司董事會在有關期間內訂立或授予或需在有關期間以後行使該等權力之售股建議、協議及認購權；
- (c) 本公司董事會依據上述(a)段之批准而配發或同意有條件或無條件配發之股本總面值(除因(i)配售新股(如下文(d)段所釋)；或(ii)當時已採納之任何認股權計劃或類似安排，以向本公司及／或其任何附屬公司之高級職員及／或僱員授予或發行股份或購買本公司股份之權利，或(iii)依照本公司細則實行之任何以股代息計劃或類似安排，以配發股份代替本公司股份之全部或部份股息外)不得超過本公司於

arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

本決議案通過日期已發行股本面值總額之20%，而上述批准須據此而受限制；及

(d) for the purpose of this Resolution:

(d) 就本決議案而言：

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

「有關期間」意指由本決議案通過之日起直至下列之較早日期止之期間：

(i) the conclusion of the next Annual General Meeting of the Company;

(i) 本公司下屆股東週年大會結束之日；

(ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members in general meeting; and

(ii) 本決議案所述授權經由股東大會通過普通決議案予以撤銷或修改之日期；及

(iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company's Bye-laws or any applicable laws to be held.

(iii) 根據本公司細則或任何適用法例規定，本公司須予召開下屆股東週年大會期限屆滿之日。

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear 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 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 of the requirements of any recognised regulatory body or any stock exchange.”

「配售新股」指在本公司董事會指定之期間，向於指定記錄日期名列股東名冊之股份持有人按其當時持股比例配售股份（惟本公司董事會有權就零碎股份或就任何司法地區之法律或任何認可監管機構或證券交易所之規定所引致之任何限制或責任而必須或權宜取消若干股東在此方面之權利或作出其他安排）。」；

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**That** the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition to the total nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”; and

7. 作為特別事項，考慮及酌情通過下列決議案（不論修訂與否）為普通決議案：

「**動議**擴大本公司董事會獲授與可行使本公司權力以配發股份，並作出或授予或有需要行使該等權力之一般授權限額，在本公司董事會依據該項一般授權可配發或同意有條件或無條件配發之股本總面值上，加以相等於本公司依據獲授予之權力自獲授權後購回本公司股本之總面值總額，惟此數額不得超逾本公司在本決議案通過日期之已發行股本總面值百分之十。」；及

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** 德永佳集團有限公司 be adopted as the Company's Chinese name for the purpose of registration under Part XI of the Companies Ordinance in Hong Kong.”

By order of the Board

Chan Chi Hon

Secretary

Hong Kong, 18 July 2001

Notes:

- (a) The Register of Members will be closed from Tuesday, 21 August 2001 to Tuesday, 28 August 2001 (both days inclusive), during which period no transfer of shares can be registered.
- (b) In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's Registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Monday, 20 August 2001.
- (c) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Member of the Company.

8. 作為特別事項，考慮及酌情通過下列決議案(不論修訂與否)為特別決議案：

「**動議**採用「德永佳集團有限公司」為本公司中文名稱，以根據公司條例第XI部在香港註冊。」

承董事會命

秘書

陳志漢

香港，二零零一年七月十八日

附註：

- (a) 本公司將於二零零一年八月二十一日星期二至二零零一年八月二十八日星期二(首尾兩天包括在內)，暫停辦理股票過戶登記手續。
- (b) 股東如欲享有建議派發之末期股息，須於二零零一年八月二十日星期一下午四時正之前，將股票連同有關股票過戶文件，送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，辦理過戶登記手續。
- (c) 凡有權出席上述大會並於會上投票之股東，均可委派一位或以上代表出席，並代其投票。委任代表毋須為本公司之股東。

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| <p>(d) To be valid, a form of 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 authority, must be lodged with the Company's Registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned Meeting.</p> | <p>(d) 代表委任表格連同委任人簽署之授權書或其他授權文件(如有)，或經由公證人證明之授權書或授權文件副本，最遲須於大會(或其續會)指定召開時間四十八小時前，送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，方為有效。</p> |
| <p>(e) An explanatory statement containing further details regarding Resolutions 5 to 7 above will be sent to Members together with the 2001 Annual Report.</p> | <p>(e) 一份載有上述有關第5至7項決議案進一步資料之說明文件連同二零零一年年報，將一併寄予各股東。</p> |
| <p>(f) The above Resolution 8 relates to the adoption of a Chinese name by the Company. As the Company is a company incorporated in Bermuda, only its English name appears in its Certificate of Incorporation. Accordingly, the Company has been registered as an oversea company in its English name only under Part XI of the Hong Kong Companies Ordinance. The Chinese name now appears in the Company's documents has been used as a Chinese translation of its English name. As an oversea company is now allowed to register a Chinese name in Hong Kong notwithstanding the fact that only the English name of a company appears in the Certificate of Incorporation, the Directors propose the adoption of the Chinese name to formalize its use by the Company in Hong Kong.</p> | <p>(f) 以上所述第8項決議案為有關本公司中文名稱之採用。本公司於百慕達註冊成立，其公司註冊證書上只載有本公司的英文名稱。因此本公司只以其英文名稱按香港公司條例第XI部，登記為一間海外公司。現於本公司文件中採用之中文名稱，乃本公司英文名稱之中文譯名。鑑於海外公司現可以中文登記其法人名稱，儘管其公司註冊證書上只載有英文名稱，本公司董事動議採納中文名稱，於香港登記及使用。</p> |
| <p>(g) Subject to the approval of the Directors' recommendation, the final dividend will be paid on Thursday, 20 September 2001.</p> | <p>(g) 待董事會之建議獲得批准後，本公司將於二零零一年九月二十日星期四派發末期股息。</p> |