

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sa Sa International Holdings Limited (the “Company”) will be held at Picasso Suite, Level 2, Butterfield’s, Dorset House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Thursday, 30th August, 2001 at 11:00 a.m. for the following purposes:—

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March, 2001.
2. To declare a final dividend for the year ended 31st March, 2001.
3. To re-elect retiring directors and to fix their remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:—

ORDINARY RESOLUTIONS

A. “**THAT**:—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted 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

茲通告莎莎國際控股有限公司(「本公司」)謹訂於二零零一年八月三十日(星期四)上午十一時假座香港鰂魚涌英皇道九七九號太古坊多盛大廈二樓Butterfield’s畢加索廳舉行股東週年大會，藉以處理下列事項：

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，以及董事會報告與核數師報告。
2. 宣派截至二零零一年三月三十一日止年度之末期股息。
3. 重選退任董事並釐定彼等之酬金。
4. 續聘核數師並授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過或經修訂後通過下述決議案為普通決議案：—

普通決議案

A. 「**動議**：

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事會於有關期間(定義見下文)行使本公司之一切權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予可能需要行使該項權力之建議、協議及購股權；
- (b) 上文(a)段之批准將授權本公司董事會於有關期間作出或授予可能須於有關期間屆滿後配發股份之建議、協議及購股權；
- (c) 本公司董事會根據上文(a)段批准配發或有條件或無條件同意配發(不論是否根據購股權或以其他形式配發)之股本

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directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares 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 passing 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 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 of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an 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 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

面值總額，除根據配售新股（定義見下文）而發行之股份或根據本公司之購股權計劃而行使之購股權或根據本公司組織章程細則配發本公司股份以代替該等股份之全部或部份股息外，不得超過於本決議案通過日期本公司已發行股本總面值之20%，而上述批准須受到相應限制；及

(d) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案。

「配售新股」指本公司董事會於指定期間內向於指定記錄日期名列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呈配售股份（惟本公司董事會可就零碎配額或經考慮適用於香港以外地區法例規定之任何限制或責任或任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權利或另作安排）。」

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B. “**THAT**:—

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares purchased by the Company pursuant to the approval in 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 this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes 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 of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** subject to the passing of resolution nos. 5A and 5B set out in the notice convening this meeting, the aggregate nominal amount of shares which are to be purchased by the Company pursuant to the authority granted to the directors of the Company as mentioned in resolution no. 5B set out in

B. 「**動議**：

(a) 在下文(b)段之限制下，一般性及無條件批准本公司董事會可於有關期間(根據以下釋義)內，按照所有適用之法例及香港聯合交易所有限公司之證券上市規則之要求，行使本公司之一切權力購回本身股份；

(b) 本公司根據上文(a)段之批准而購回之股份，其面值總額不得超過本公司於此項決議案通過日期本公司已發行股本面值總額之10%，及上述批准亦須受此限制；及

(c) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案。」

C. 「**動議**待召開本大會之通告所載之第5A項及第5B項決議案通過後，本公司根據召開本大會之通告所載之第5B項決議案所授予本公司董事會之權力所購回股份之面值總額，須一

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the notice convening this meeting shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the directors of the Company pursuant to resolution no. 5A set out in the notice convening this meeting.”

6. To transact any other business.

By order of the Board
Tse Ping Shing
Company Secretary

Hong Kong, 28th July, 2001

Notes:—

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, a form of proxy must be deposited at the Company's branch share and transfer office, Abacus Share Registrars Limited at Room 2401, Prince's Building, Central, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (c) The register of members will be closed from 27th August, 2001 to 30th August, 2001, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share and transfer office, Abacus Share Registrars Limited at Room 2401, Prince's Building, Central, Hong Kong for registration not later than 4:00 p.m. on 24th August, 2001.
- (d) Concerning resolutions numbered 5A and 5C above, the directors wish to state that they have no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on the Stock Exchange.
- (e) Concerning resolution numbered 5B above, the directors wish to state that they have no immediate plans to repurchase any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the directors to repurchase shares. The Explanatory Statement required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed repurchase mandate will be despatched to members together with the notice of the meeting.

併計入本公司董事會根據召開本大會之通告所載之第5A項決議案配發或同意配發之股本面值總額內。」

6. 商討任何其他事項。

承董事會命
公司秘書
謝炳盛

香港，二零零一年七月二十八日

附註：

- (a) 凡有權出席上述通告召開之大會並可於會上投票之股東，均有權委派一位或以上之代表代其出席及投票。受委代表毋須為本公司股東。
- (b) 代表委任表格連同簽署人之授權書或其他授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，最遲須於大會或續會指定舉行時間前四十八小時送達本公司之香港股份過戶登記分處雅柏勤證券登記有限公司（地址為香港中環太子大廈2401室），方為有效。
- (c) 本公司將於二零零一年八月二十七日至二零零一年八月三十日（首尾兩天包括在內）期間暫停辦理股份過戶登記手續。股東最遲須於二零零一年八月二十四日下午四時將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處雅柏勤證券登記有限公司（地址為香港中環太子大廈2401室），辦理登記手續。
- (d) 關於上述第5A項及第5C項決議案，董事會謹表明彼等目前並無計劃發行本公司之任何新股份。該普通決議案乃遵照聯交所證券上市規則徵求股東以一般性授權之方式通過。
- (e) 關於上述第5B項決議案，董事會謹表明彼等目前並無計劃依據有關授權購回任何現有股份。現徵求股東以一般性授權之方式批准董事購回股份。聯交所證券上市規則規定就建議之購回授權而刊發之說明文件將連同大會通告一併寄發予股東。