

NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Global China Technology Group Limited (the "Company") will be held at 4:00 p.m., on 6 September 2001 at Hotel Mandarin Oriental, 4th Floor, Kublai Khan Room, 5 Connaught Road, Central, Hong Kong for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements and the Reports of the Directors and Auditors for the year ended 31 March 2001.
2. To consider and, if thought fit, to pass each of the following resolutions as ordinary resolution:
 - 2a. To re-appoint Mrs. Sy Wong Chor Fong as director (Note 4)
 - 2b. To re-appoint Mr. Terrence Young as director (Note 4)
 - 2c. To re-appoint Ms. Pansy Ho as director (Note 5)
3. To fix the maximum number of directors of the Company at 15 and authorise the Board of Directors to appoint additional directors up to the maximum number and fix directors' remuneration.
4. To re-appoint Ernst & Young as Auditors of the Company for the coming year and authorise the Board of Directors to fix their remuneration.

股東週年大會通告

茲通告泛華科技集團有限公司(「本公司」)謹定於二零零一年九月六日下午四時假座香港中環干諾道中5號文華東方酒店四樓蒙古廳舉行股東週年大會(「股東週年大會」)，處理下列事項：

1. 省覽及批准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. 考慮並酌情通過以下各項為普通決議案：
 - 2a. 重新委任施黃楚芳女士為董事(附註4)
 - 2b. 重新委任楊宏暢先生為董事(附註4)
 - 2c. 重新委任何超瓊小姐為董事(附註5)
3. 將董事的最高人數定為15人，授權董事會委任額外董事達至最高人數及釐定董事酬金。
4. 重新委聘安永會計師事務所為本公司應屆核數師及授權董事會釐訂其酬金。

5. As special business, to consider and, if thought fit, pass the following resolutions as 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 the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power 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 and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or 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, warrants 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) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; and (iii) an issue of shares under the share option scheme of the Company or the warrants of the Company already issued on or prior to the date of passing of

5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 「動議：

- (a) 在(c)段之規限下，一般無條件批准本公司之董事於有關期間內(定義見下文)行使本公司之一切權力以配發、發行及處置本公司股本中每股面值0.10港元之額外股份，並作出或授予將要或可能要行使該項權力之建議、協議及購股權；
- (b) 上述(a)段乃為董事獲授之任何其他授權以外之一項批准，授權本公司之董事於有關期間內作出或授予將要或可能要於有關期間完結後行使該項權力之建議、協議及購股權；
- (c) 本公司之董事根據上述(a)段之批准配發或有條件或無條件同意配發(不論依據購股權、認股權證或其他事項)之股本總面值(依據(i)供股(定義見下文)；(ii)根據本公司細則不時藉發行股份作以股代息；及(iii)根據本公司之購股權計劃或本公司之認股權證已於本項決議案

this resolution, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company 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 date of 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 law or the by-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company 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 as at that date (subject to such exclusions or other arrangements as the

通過當日或以前發行的股份除外)，不得超過於本決議案通過當日本公司之已發行股本總面值之20%，而上述批准須受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日起至下列三者中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) 任何適用法例或本公司之細則規定須舉行本公司下屆股東週年大會之期限屆滿時；
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日；及

「供股」指本公司董事於指定之期間，向於指定記錄日期名列本公司股東名冊之本公司股東按彼等當時之持股比例發售股份（惟本公司董事可就零碎股權或香港以

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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “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 purchase issued securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, 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 approval in paragraph (a) shall be in addition to any other authorization given to the directors and shall authorize the directors during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors;

外任何地區之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之規定，作出其認為必要或適當之豁免或其他安排。」

B. 「動議：

- (a) 根據下文(c)段，一般無條件批准本公司之董事於有關期間(定義見下文)行使本公司之一切權力按照所有適用之法例及香港聯合交易所有限公司證券上市規則之規定於香港聯合交易所有限公司(「聯交所」)或本公司證券可能上市並就此而言已獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回本公司股本中之已發行證券；
- (b) 上述(a)段乃為董事獲授之任何其他授權以外之一項批准，授權董事於有關期間內促使本公司按董事釐定之價格購回其證券；

- (c) the aggregate nominal amount of share capital of the Company to be purchased, or agreed conditionally or unconditionally to be purchased, by 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 as 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 date of 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 law or the by-laws of the Company to be held; and
 - (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
- (c) 本公司根據上述(a)段之批准購回或同意有條件或無條件購回本公司股本之總面值，不得超過於本決議案通過當日本公司已發行股本總面值之10%，而上述批准受此限制；及
- (d) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列三者中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) 任何適用法例或本公司細則規定須舉行本公司下屆股東週年大會之期限屆滿時；及
 - (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日。」

- C. "THAT subject to the passing of resolutions No. 5A and No. 5B set out in the notice convening this meeting of which this resolution forms part, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution No. 5B shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the abovementioned resolution No. 5A."

By Order of the Board
Ho Yiu Cheung, Jason
Company Secretary

Hong Kong, 26 July 2001

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if holding two or more shares, more than one) proxy to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company. A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
- (2) In order to be valid, the form of proxy must be deposited at the Company's principal office at Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, 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 of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.

- C. 「動議待大會通告(本項決議案為大會通告的一部份)所載第5A項及5B項決議案獲通過後，將根據上文第5B項決議案內所載所獲授權於本公司購回之本公司股本中股份之總面值，加入本公司之董事根據上文第5A項決議案配發或同意有條件或無條件配發之本公司股本總面值內。」

承董事會命
公司秘書
何耀祥

香港，二零零一年七月二十六日

附註：

- (1) 有權出席上述通告召開之大會並於會上投票之股東，可委派一位代表(如持有兩股或以上股份，則可委派超過一位代表)出席並於表決時代其投票。受委代表毋須為本公司股東。本通告隨附一份代表委任表格。倘若委任人為一間公司，代表委任表格必須印有公司印鑑，或經由該公司的主要人員或獲正式授權的授權人簽署。
- (2) 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經證明之該授權書或授權文件副本，最遲須於大會或其任何續會舉行時間四十八小時前交回本公司之主要辦事處(地址為香港中環皇后大道中99號中環中心66樓6605-09室)，方為有效。

- (3) The register of members of the Company will be closed from 5 September to 6 September 2001, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share 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 4th September 2001.
- (4) Mrs. Sy Wong Chor Fong and Mr. Terrence Young will retire from office as directors by rotation and pursuant to Bye-law 87(1) of the Company's bye-laws, they, being eligible, offers themselves for re-election.
- (5) Ms. Ho Chiu King, Pansy, being director appointed by the Board after the previous annual general meeting held in 2000, will retire from office as director and pursuant to Bye-law 86(2) of the Company's bye-laws, she, being eligible, offers herself for re-election.
- (3) 本公司將由二零零一年九月五日至二零零一年九月六日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合出席股東週年大會並於會上投票的資格，股東須於二零零一年九月四日下午四時正前將所有股份過戶文件連同有關股票交回本公司股份過戶登記處香港分處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓。
- (4) 施黃楚芳女士及楊宏暢先生將遵照本公司公司細則第87(1)條輪流退任，惟彼等有資格並願意膺選連任。
- (5) 何超瓊小姐(董事會於去屆二零零零年股東週年大會後委任的董事)將遵照本公司公司細則第86(2)條退任，惟彼有資格並願意膺選連任。