

Notice of Annual General Meeting

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hang Fung Gold Technology Limited (the "Company") will be held at Conference Room A, Unit 25-32, 2nd Floor, Block B, Focal Industrial Centre, 21 Man Lok Street, Hung Hom, Kowloon, Hong Kong on 28th August, 2001 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31st March, 2001.
2. To re-elect the retiring director of the Company and to authorise the board of directors of the Company (the "Board of Directors") to fix the remuneration of directors of the Company.
3. To re-appoint Messrs. Arthur Andersen & Co as auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - A. "THAT:
 - (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to allot,

茲通告恒豐金業科技有限公司(「本公司」)謹訂於二零零一年八月二十八日下午四時正假座香港九龍紅磡民樂街21號富高工業中心B座2樓25-32室A會議室舉行股東週年大會，以考慮並酌情通過下列決議案：

1. 省覽本公司截至二零零一年三月三十一日止年度經審核之財務報表及董事會與核數師報告。
2. 重選退任董事並授權本公司董事會(「董事會」)釐定本公司董事酬金。
3. 重新委聘安達信公司出任本公司核數師並授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列普通決議案：
 - A. 「動議：
 - (a) 在下文(c)分段之規限下，全面及無條件批准本公司董事於有關期間(定義見下文)行使本公司一切權

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issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the company) which might require the exercise of such powers be generally and unconditionally approved;

- (b) the directors of the Company be authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of the shares in the capital of the Company 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 approvals in sub-paragraphs (a) and (b) above, otherwise than pursuant to a rights issue (defined below) or pursuant to the exercise of any options granted under the share option scheme of the Company or an issue of shares of the Company upon the exercise of subscription rights attaching to the warrants which might be issued by the Company or an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company or any

力，配發、發行及處理本公司股本之額外股份，並作出或授出或須行使有關權力之建議、協議及購股權（包括可轉換成本公司股份之認股權證、債券及債務證券）；

- (b) 授權本公司董事於有關期間作出或授出或須於有關期間或其後作出或授出或須行使有關權力之建議、協議及購股權（包括可轉換成本公司股份之認股權證、債券及債務證券）；
- (c) 本公司董事依據上文(a)及(b)分段之批准而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方式而配發）之本公司股本中股份之總面額（但不包括根據供股（定義見下文），或因行使根據本公司購股權計劃授出之任何購股權，或因行使本公司可能發行之認股權證隨附之認購權而發行本公司股份，或根據本公司之公司細則代替本公司股份全部或部份股息或就任何以股代息計劃或類似安排

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scrip dividend scheme or similar arrangement in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the time of passing this resolution; and

(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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable Bermuda law or the Bye-laws of the Company to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors 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

而發行之股份)，不得超過本公司於通過本決議案之時已發行股本總面額之20%；而

(d) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者之最早日期之期間：

(i) 本公司下屆股東週年大會結束時；或

(ii) 任何適用百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿時；或

(iii) 本公司股東於股東大會上通過普通決議案，撤銷或修訂授予本公司董事之權力時；而

「供股」乃指本公司董事於指定期間內，向於指定記錄

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on the register of members 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).”

B. “THAT:

- (a) subject to sub-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 purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which shares in the capital of the Company may be listed and recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, and that the exercise by the directors of the Company of all power of the Company

日期名列本公司股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，（本公司董事有權就零碎股權或就任何有關司法權區之法律或任何認可監管機構或證券交易所規定之任何限制或責任而須或權宜取消若干股東在此方面之權利或作出其他安排）。」

B. 「動議：

- (a) 在下文(c)分段之規限下，全面及無條件授權本公司董事於有關期間（定義見下文）行使本公司一切權力，在香港聯合交易所有限公司，或本公司股本中之股份可能上市並就此而言獲香港證券及期貨事務監察委員會與香港聯合交易所有限公司認可之任何其他證券交易所購回本公司股本中之已發行股份，本公司董事行使本公

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to purchase such shares subject to and in accordance with all applicable laws, be and is hereby, generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (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; or

司一切權力購回上述股份時必須依據並符合所有適用法例；

- (b) 上文(a)分段之批准將附加於本公司董事所獲之任何其他代表本公司於有關期間促使本公司按本公司董事決定之價格購回股份之授權；
- (c) 本公司根據上文(a)分段之批准於有關期間購回或有條件或無條件同意購回之本公司股本總面額不得超逾於通過本決議案之時本公司已發行股本總面額之10%；及

- (d) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列三者之最早日期之期間：

- (i) 本公司下屆股東週年大會結束時；或

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(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable Bermuda law or the Bye-laws of the Company to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company.”

C. “THAT:

conditional upon the passing of the ordinary resolutions numbered 4.A. and 4.B. above, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the mandate to purchase securities referred to in the resolution numbered 4.B. above shall be added to the aggregate nominal amount of the 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 and in accordance with the resolution numbered 4.A. above.”

By Order of the Board

Wong Yiu Hung

Company Secretary

Hong Kong, 31 July, 2001.

(ii) 任何適用百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿時；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所授予本公司董事之權力時。」

C. 「動議：

待上文4.A.及4.B.項普通決議案通過後將本公司根據並依照上文4.B.項決議案提述之購回證券授權所購回之本公司股本中股份之總面額，加至本公司董事根據並依照上文4.A.項決議案而配發或同意有條件或無條件配發之本公司股本總面額上。」

承董事會命

公司秘書

黃耀雄

香港，二零零一年七月三十一日。

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Notes:

1. The register of members of the Company will be closed from 23rd August, 2001 to 28th August, 2001, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2001 Annual General Meeting (the "Meeting"), all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Central Registration Hong Kong Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 22nd August, 2001.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's principal office at Unit 25-32, 2nd Floor, Block B, Focal Industrial Centre, 21 Man Lok Street, Hungghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
4. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the meeting and in such event the the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.

附註：

1. 本公司將於二零零一年八月二十三日至二零零一年八月二十八日(包括首尾兩日)暫停辦理股份過戶登記, 期間不會登記任何股份轉讓。為確定有權出席二零零一年股東週年大會(「大會」)及在會上投票之股東身份, 所有過戶表格及有關股票須於二零零一年八月二十二日下午四時正前送達本公司之股份過戶登記處香港分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19樓1901-5室。
2. 委任代表書必須由委任人或委任人正式書面授權之受權人親筆簽署, 如委任人為有限公司, 則委任代表書必須蓋上公司印章或由公司負責人, 受權人或其他獲正式授權之代表親筆簽署。
3. 委任代表書連同(如本公司董事會要求)簽署人之授權書或其他授權文件(如有)或由公證人正式簽署證明之授權書或授權文件副本, 最遲須於本大會或任何續會召開四十八小時前送達本公司之總辦事處, 地址為香港九龍紅磡民樂街21號富高工業中心B座2樓25-32室。
4. 交回委任代表書後, 台端仍可出席大會及於會上投票, 惟本委任代表書將告作廢。
5. 如屬任何股份之聯名持有人, 則任何一位聯名持有人均可親身或委派代表出席會議投票, 猶如彼為唯一有權就該等股份而投票者; 惟倘聯名持有人中有超過一位親身出席或委派代表出席會議, 則只有排名首位之持有人之投票方獲接納(不論親身或委任代表投票)。而其他聯名持有人之投票將無效。排名先後乃以股東名冊上聯名持有人之排名次序為準。