

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at Suite A, 8th Floor, First Pacific Bank Centre, 56 Gloucester Road, Wanchai, Hong Kong on Wednesday, January 23, 2002 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of Directors and Auditors for the year ended September 30, 2001.
2. To re-elect retiring director and authorize the Board of directors to fix their remuneration.
3. To re-appoint auditors and to authorize the Board of directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions;

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, warrants and options which would or might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) 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 sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as herein defined) or the exercise of subscription or conversion rights under any

茲通告本公司謹訂於二零零二年一月二十三日星期三上午十一時正假座香港灣仔告士打道56號第一太平銀行中心8樓A室舉行股東週年大會，以討論下列事項：

1. 省覽及考慮截至二零零一年九月三十日止年度之經審核財務報表、董事會報告及核數師報告。
2. 重選退任董事並授權董事會釐定其酬金。
3. 再度委任核數師並授權董事會釐定其酬金。
4. 作為特殊事項，考慮並酌情通過下列普通決議案：

普通決議案

(A) 「**動議：**

- (i) 在本決議案第(ii)分段之規限下，一般及無條件批准本公司之董事於有關期間(定義見本決議案)行使本公司一切權力，配發、發行及處理本公司股本中之額外股份，以及作出或授出可能需要於有關期間或之後行使該等權力之提議、協議、認股權證及購股權；
- (ii) 本公司董事根據本決議案第(i)分段之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其他方式)股本之總面值(因供股(定義見本決議案)、行使任何僱員購股權計劃或本公司所發行之認股權證或可換股證券之認購

employee share option scheme or any warrants or any securities convertible into shares which may be issued by the Company, or any scrip dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed twenty per cent of the nominal amount of the issued share capital of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the directors to holders of shares on the register 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 restriction or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

權或兌換權或因本公司根據當時細則而進行之以股代息計劃則除外)不得超過本決議通過當日本公司已發行股本面值之20%，而本批准亦以此數額為限；及

(iii) 就本決議案而言：

「有關期間」指本決議案通過之日起至下列日期(以最早者為準)止之期間：

- (a) 本公司下屆股東週年大會結束時；
- (b) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之限期屆滿之日；及
- (c) 在本公司股東大會通過普通決議案撤銷或修訂本決議案所載授權之日。

「供股」乃指於董事釐定之期間向於指定記錄日期名列股東名冊之股份持有人，按當時之持股比例提呈發售本公司之股份(惟董事可就零碎股權或香港以外任何地區法例之限制或責任及任何認可監管機構或證券交易所之任何規定，作出所認為必須或權宜之豁免或其他安排)。

(B) “**THAT**:

- (i) subject to paragraph (ii) below, the exercise by the directors during the Relevant Period (as defined in Resolution (A)(iii) above) of all the powers of the Company to repurchase issued ordinary shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange in which the securities of the Company may be listed and recognized by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the Bye-laws of the Company and the requirement of the Rules governing the Listing of Securities on the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the share capital which the Company is authorized to repurchase pursuant to the approval in paragraph (i) above shall not exceed ten per cent of the aggregate 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.”

(C) “**THAT** conditional upon resolution (B) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution (B) above shall be added to the aggregate nominal amount of share capital that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to resolution (A) above.”

By Order of the Board
Mak Yuk Ling, Ada
Secretary

Hong Kong, November 28, 2001

(B) 「**動議**：

- (i) 在下文第(ii)段之規限下，一般及無條件批准董事於有關期間（定義見上文第A(iii)項決議案）內行使本公司一切權力，在香港聯合交易所有限公司（「聯交所」）或本公司證券可能上市而聯交所與證券及期貨事務監察委員會就此認可之其他證券交易所，購回本公司之已發行普通股，惟須符合所有適用法例、本公司之公司細則、聯交所或其他證券交易所不時修訂之證券上市規則之規定；
- (ii) 本公司根據上文第(i)段之批准獲授權購回之股本總面值不得超過本決議案當日本公司之股本總面值10%，而上述批准亦以此數額為限；」

(C) 「**動議**待以上(B)項決議案通過後，於本公司董事根據以上(A)項決議案而可能配發、發行及處理或有條件或無條件同意配發、發行及處理之股本總面值，加入本公司根據以上(B)項決議案所述董事獲授權購回之本公司股份數目總面值。」

承董事會命
秘書
麥玉玲

香港，二零零一年十一月二十八日

Notice of Annual General Meeting

股東週年大會通告

Notes:

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in event of a poll, to vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) must be deposited at the Company's principal office at Suite A, 8th Floor, First Pacific Bank Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- (c) Concerning item 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. The Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, will be set out in a separate letter from the Company to be enclosed with the 2000/2001 Annual Report.

附註：

- (a) 凡有權出席以上通告所召開大會及於會上投票之股東，均有權委任一名或多名委任代表代其出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
- (b) 代表委任表格連同授權書或其他授權文件（如有）最遲須於大會或其任何續會指定舉行時間48小時前送達本公司之主要辦事處，地址為香港灣仔告士打道56號第一太平銀行中心8字樓A室。
- (c) 就上文第4(B)項而言，董事謹表明，彼等將於認為對股東有利之情況下行使所獲權力購回本公司股份。聯交所證券上市規則規定提供所需資料以便股東就投票贊成或反對批准本公司購回本身股份之決議案而作出知情決定之說明函件將載於本公司二零零零年至二零零一年度年報所附之獨立函件。