

茲通告 Digital China Holdings Limited (神州數碼控股有限公司) \* (「本公司」) 謹訂於二零零二年七月十八日 (星期四) 上午十時三十分假座香港金鐘道 88 號太古廣場萬豪酒店三樓宴會廳舉行股東週年大會，以便處理下列事項：

1. 省覽及採納截至二零零二年三月三十一日止年度本公司及其附屬公司之經審核綜合財務報表、董事會報告及核數師報告。
2. 宣派截至二零零二年三月三十一日止年度之末期股息。
3. 重選董事及授權本公司董事會釐定其酬金。
4. 委聘核數師，並授權本公司董事會釐定其酬金。本公司接獲一名股東發出之通告，表示其擬提呈下列決議案為本公司之普通決議案：

「動議委聘安永會計師事務所為本公司之核數師，替代退任核數師羅兵咸永道會計師事務所，任期至下屆股東週年大會結束時止，其酬金將由本公司董事會釐定」。

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Digital China Holdings Limited (the “Company”) will be held at Salon 2-3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 July 2002 at 10:30 a.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 31 March 2002.
2. To declare a final dividend for the year ended 31 March 2002.
3. To re-elect Directors of the Company and to authorise the Board of Directors of the Company to fix the Directors’ remuneration.
4. To appoint Auditors and to authorise the Board of Directors of the Company to fix their remuneration, a notice having been received from a shareholder of the Company of his intention to propose the following resolution as an ordinary resolution of the Company:

“**THAT** Messrs. Ernst & Young be and are hereby appointed Auditors of the Company in place of the retiring auditors, Messrs. PricewaterhouseCoopers, to hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the Board of Directors of the Company”.

\* 僅供識別  
For identification purpose only

## 普通決議案

作為特別事項，考慮並酌情通過下列決議案為本公司之普通決議案：

## 5. (1) 「動議：—

- (a) 在本決議案(b)段之規限下，全面及無條件批准授權本公司董事會於有關期間（定義見下文）內行使本公司之所有權力以配發、發行及處理本公司股本中之額外股份，以及訂立或授予將須或可能須於有關期間當中或有關期間完結後行使該等權力之建議、協議及期權（包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他證券）；
- (b) 本公司董事會依據本決議案(a)段之批准而配發或有條件或無條件同意配發（不論是否依據期權）之股本總面值（惟依據 (i) 供股（定義見下文）或 (ii) 本公司所發行之任何現有認股權證、債券、債權證、票據或其他證券之條款所賦予之認購權或轉換權獲行使或 (iii) 當時採納以授予或發行本公司股份或可認購本公司股份之權利予本公司及／或其任何附屬公司之全職僱員之任何優先認股計劃或類似安排之期權獲行使或 (iv) 根據本公司之公司細則而配發及發行股份以代替全部或部分本公司股份之股息之任何以股代息或類似安排或 (v) 本公司股東於股東大會上授予之特定授權而發行股份者除外）不得超過本決議案獲通過之日本公司已發行股本總面值之 20%，而上述批准亦須受此數額限制；及

## ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

## 5. (1) “THAT:—

- (a) subject to paragraph (b) of this Resolution, 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 or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) 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 paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company or (iii) the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to full-time employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment and issue 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 or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) 就本決議案而言：

「有關期間」乃指由本決議案獲通過之日至下列任何一項最早發生之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或其他適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
- (iii) 本決議案所授予本公司董事會之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日；及

「供股」乃指本公司董事會於其所指定時間內根據於某一指定記錄日期已名列本公司股東名冊之股東（及，如適用，向本公司其他合資格供股之證券持有人），按彼等當時持有本公司股份（或，如適用，該等其他證券）之比例向彼等配股或發行期權、認股權證或其他有權認購或購買本公司股份之證券（惟在所有情況下本公司董事會可就零碎配額或就經考慮適用於本公司之任何地區之法例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規定後，作出其認為必須或權宜之豁免或其他安排）。」

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 Bye-Laws of the Company or any applicable laws of Bermuda 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 by this Resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities which carry a right to subscribe for or purchase shares of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (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 applicable to the Company.”

(2) 「動議：—

- (a) 在本決議案 (b) 段之規限下，全面及無條件批准授權本公司董事會根據不時修訂之一切適用法例及／或香港聯合交易所有限公司（「聯交所」）或任何其他證券交易所之證券上市規則之規定，在有關期間（定義見下文）內行使本公司之一切權力，以在聯交所或本公司股份可上市並獲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股份；
- (b) 依據本決議案 (a) 段之批准可購回之本公司股份總面值不得超過於本決議案獲通過之日本公司已發行股本總面值之 10%，而上述批准亦須受此數額限制；及

(2) “THAT:—

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (c) 就本決議案而言，「有關期間」乃指由本決議案獲通過之日起至下列任何一項最早發生之日期止之期間：—
- (i) 本公司下屆股東週年大會結束時；
  - (ii) 本公司之公司細則或其他適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
  - (iii) 本決議案所授予本公司董事會之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日。」
- (3) 「動議待召開股東週年大會之本通告所載第 5(1) 及第 5(2) 項決議案獲通過後，藉加入相當於本公司根據本大會通告所載第 5(2) 項決議案授予之權力購回之本公司股本中之股份總面值，以擴大根據大會通告所載並於當時有效之第 5(1) 項決議案給予本公司董事會可行使本公司權力以配發、發行及處理本公司股本中之額外股份，以及訂立或授予建議、協議及期權（包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他證券）之全面授權，惟該擴大之數額不得超過於本決議案獲通過之日本公司已發行股本總面值之 10%。」
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 Bye-Laws of the Company or any applicable laws of Bermuda 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 under this Resolution.”
- (3) “**THAT** conditional upon the passing of Resolution Nos.5(1) and 5(2) set out in this Notice, the general mandate granted to the Directors of the Company pursuant to the said Resolution No.5(1) and for the time being in force to exercise 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 (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which require the exercise of such powers be and is hereby extended by the addition to the aggregate nominal amount of shares in the share capital of the Company which may be allotted, or agreed conditionally or unconditionally to be allotted by the Directors of the Company an amount representing the aggregate nominal amount of shares in the share capital of the Company purchased by the Company under the authority granted pursuant to the said Resolution No. 5(2) set out in this Notice, provided that such extended amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the shares in the capital of the Company in issue at the date of the passing of this Resolution.”

6. 「動議待聯交所批准本公司在新購股權計劃（定義見本公司將寄發予各股東之通函）下授出之購股權獲行使而將予發行之股份（不得超逾本公司於其股東批准新購股權計劃之日已發行股本之 10%）上市及買賣後，批准及採納新購股權計劃（其規則載於註有「A」字樣之印刷文件內，有關文件將提呈股東週年大會，並由本公司任何一位董事簽署以資識別），以取代本公司於二零零一年五月十四日採納之現有購股權計劃（「現有購股權計劃」），並授權本公司董事會代表本公司作出所有必要或適當之行為、採取所有必要或適當之步驟及行動以及簽立所有必要或適當之文件，使新購股權計劃生效，包括但不限於根據新購股權計劃之條款發行及配發本公司股本中之股份。」
6. “**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of and permission to deal in any shares (not exceeding ten per cent. (10%) of the issued share capital of the Company as at the date when the New Share Option Scheme (as defined in the circular to be despatched to the shareholders of the Company) is approved by the shareholders of the Company) which may fall to be issued by the Company pursuant to the exercise of options granted under the New Share Option Scheme, the New Share Option Scheme (the rules of which are set out in the printed document marked “A” produced to the Annual General Meeting and for the purpose of identification signed by any one Director of the Company) be and is hereby approved and adopted in replacement of the existing share option scheme adopted by the Company on 14 May 2001 (the “Existing Share Option Scheme”) and that the Board of Directors of the Company be and is hereby authorised to do all such acts and to take all such steps and actions and to execute all such documents on behalf of the Company as may be necessary or expedient in order to give effect to the New Share Option Scheme, including without limitation, to issue and allot shares in the capital of the Company on terms therein mentioned.”
7. 「動議待本通告所載第 6 項決議案獲通過及新購股權計劃按照其條款生效後，終止現有購股權計劃。」
7. “**THAT** subject to and conditional upon the passing of Resolution No. 6 set out in this Notice and the New Share Option Scheme taking effect in accordance with its terms, the Existing Share Option Scheme be hereby terminated.”

### 特別決議案

作為特別事項，考慮並酌情通過下列決議案為本公司之特別決議案：

8. 「動議本公司之公司細則修訂如下：—

- (a) 緊接公司細則第 1(A) 條「指定報章」之定義前加入下述定義：

「地址」具有獲賦予其一般涵義，並包括根據此等公司細則用作通訊之任何電子號碼或地址或網址；

- (b) 緊隨公司細則第 1(A) 條「股息」之定義後加入下述定義：

「電子」指具有電子、數碼、磁力、無線、光頻電磁或類似能力之技術及具有百慕達一九九九年電子交易法（可不時修訂）所賦予之其他涵義；

「電子通訊」指透過任何媒介藉電子傳送發送之通訊；

- (c) 緊接公司細則第 1(A) 條「香港」之定義後加入下述定義：

「上市規則」指香港聯合交易所有限公司證券上市規則及其當時有效之修訂條文；

### SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

8. “**THAT** the Bye-Laws of the Company be and are hereby amended in the following manner:

- (a) By adding the following definition immediately before the definition of “appointed newspaper” in Bye-Law 1(A):

“address” shall have the ordinary meaning given to it and shall include any electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;

- (b) By adding the following definitions immediately after the definition of “dividend” in Bye-Law 1(A):

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as amended from time to time;

“electronic communication” shall mean a communication sent by electronic transmission in any form through any medium;

- (c) By adding the following definition immediately after the definition of “Hong Kong” in Bye-Law 1(A):

“the Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force;

- (d) 刪除公司細則第 1(A) 條「法規」之定義全文，並由下述條文取代：

「法規」指百慕達立法機關現時有效且適用於或會影響本公司之公司法及任何其他法令（可不時修訂）、公司組織章程大綱及／或此等規定，並包括百慕達一九九九年電子交易法（可不時修訂）；

- (e) 刪除公司細則第 1(A) 條「書面形式」或「印刷」之定義之全文，並由下述條文取代：

「書面形式」或「印刷」包括書寫、印刷、平版印刷、攝影、打字及無論資料是否以實物形式存在，以可見形式表示文字或數字之任何其他方式（包括電子通訊及在電腦網絡登載）；

- (d) By deleting the definition of “Statutes” in Bye-Law 1(A) in its entirety and substituting therefor the following:

“Statutes” shall mean the Companies Act and any other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents and include the Electronic Transactions Act 1999 of Bermuda as amended from time to time;

- (e) By deleting the definitions of “writing” or “printing” in Bye-Law 1(A) in its entirety and substituting therefor the following:

“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not;



- (f) 刪除公司細則第 162(B) 條全文，並由下述條文取代：

「第162(B)條 本公司之每份資產負債表均須由兩名董事代表董事會簽署。在下文第(C)段之規限下，本公司必須於舉行股東大會前不少於二十一日，向本公司每位股東、本公司每位債券持有人，以及每位根據公司法或此等公司細則之規定有權收取本公司股東大會通告之其他人士，寄發各份資產負債表（包括法律規定須包括在內或隨附其中之各份文件）及損益表（須於本公司股東週年大會提呈本公司）之副本，連同董事會報告及核數師報告（統稱「有關財務文件」）之副本，而上述文件須於股東週年大會日期前提呈。惟此公司細則並無規定該等文件之副本須寄發予本公司並不知悉其地址之任何人士或寄發予一位以上之聯名股份或債券持有人。任何未獲寄發該等文件副本之股東或債券持有人均有權向總辦事處或過戶登記處申請免費索取該等文件之副本。倘本公司之所有或任何股份或債券當時（經本公司同意）在任何證券交易所上市或買賣，則須向有關證券交易所之有關人員寄出上述文件在有關證券交易所之規例或慣例下不時規定之副本數目」；

- (f) By deleting Bye-Law 162(B) in its entirety and substituting therefor the following:

“162(B) Every balance sheet of the Company shall be signed on behalf of the Board by two Directors. Subject to paragraph (C) below, the Company shall send to every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-Laws, a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report (collectively, the “Relevant Financial Documents”), not less than twenty-one days before the date of meeting before which the aforesaid documents shall be laid; provided that this Bye-Law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.”;

- (g) 緊接公司細則第 162(B) 條後加入新的公司細則第 162(C) 條如下：

「第162(C)條 倘本公司任何股東、本公司任何債券持有人，以及任何其他根據公司法或此等公司細則之規定有權收取本公司股東大會通告之人士（「同意人士」）根據所有適用法規、規則及規條（包括但不限於上市規則），同意或被視為同意視本公司在上述人士可進入及瀏覽之本公司電腦網絡或以其他方式（包括但不限於透過電子通訊送遞該等文件）登載或提供有關財務文件為已履行其在適用法規、規則及規條（包括但不限於上市規則）下有關寄發有關財務文件副本予有關人士之責任，則就同意人士而言，本公司於舉行有關股東大會前不少於二十一日在上述電腦網絡或以其他方式登載或提供有關財務文件將被視為已履行其在此公司細則第(B)段之責任。」；

- (g) By inserting the following new Bye-Law 162(C) immediately after Bye-Law 162(B):

“162(C) Where any shareholder of, and any holder of debentures of, the Company and any other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-Laws (the “Consenting Person”) has, in accordance with all applicable Statutes, rules and regulations, including without limitation the Listing Rules, consented or is deemed to have consented to treat the publication or making available of the Relevant Financial Documents on the Company’s computer network to which such person may have access, or such other means (including without limitation by delivering those documents via electronic communication), as discharging the Company’s obligation under the applicable Statutes, rules and regulations, including without limitation the Listing Rules, to send a copy of the Relevant Financial Documents to such person, then the publication or the making available by the Company on such computer network or such other means of the Relevant Financial Documents not less than twenty-one days before the date of the relevant general meeting shall, in relation to such Consenting Person, be deemed to discharge the Company’s obligations under paragraph (B) of this Bye-Law.”;

(h) 刪除公司細則第 165 條第十四行的數字「14」，並以「21」取代；

(i) 刪除公司細則第 167 條全文，並由下述條文取代：

「本公司或其代表發出或發送之任何通告或文件（包括「公司通訊」（按上市規則賦予該詞之涵義））須以書面形式作出，並可按照所有適用法規、規則及規條（包括但不限於上市規則）允許之下列任何途徑發送或傳送：

(i) 親自面交；

(ii) 以預付郵費之信件、信封或封套郵寄至有關股東在登記冊中所示之登記地址，或送遞或交往上述登記地址；

(iii) 以電子通訊形式按本公司股東就派發通告或文件而授權或提供予本公司之任何電子號碼或電郵地址或網址傳送；

(iv) （倘為通告）刊登報章廣告；或

(v) 於可供股東進入及瀏覽之本公司電腦網絡登載，並以股東不時授權之方式向有關股東發出已登載有關通告或文件之通知。

(h) By deleting the number “14” in the fourth line of Bye-Law 165 and substituting therefor the number “21”;

(i) By deleting Bye-Law 167 in its entirety and substituting therefor the following:

“Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) to be given or issued by or on behalf of the Company shall be given in writing and may be served or delivered by the Company by any of the following means subject to and to such extent permissible by and in accordance with all applicable Statutes, rules and regulations, including without limitation the Listing Rules:

(i) personally;

(ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering it or leaving it at such registered address as aforesaid;

(iii) by transmitting it as an electronic communication to any such electronic number or electronic address or website authorised and supplied by the shareholder to the Company for the giving of notice or document to him;

(iv) (in the case of a notice) by advertisement in the Newspapers; and

(v) by publishing it on the Company’s computer network, giving access to such network to the shareholder and giving to the shareholder a notice of publication of such notice or document in such manner as the shareholder may from time to time authorise.

本公司可參照股東名冊送達或傳送任何通告或文件，只要所參照的股東名冊內的資料不是送達或傳送日期15日前的資料即可。在當日後股東名冊有任何更動也不會導致送達或傳送失效。倘根據此等公司細則向任何人士送達或傳送有關股份的任何通告或文件後，任何因該股份而擁有任何權益或利益之人士均沒有權利再次收到該通告或文件。就股份聯名持有人而言，所有通告或文件須遞送予股東名冊排名首位之聯名持有人及如此作出之通告將被視為有效送達予全部聯名持有人。」；

- (j) 刪除公司細則第169條全文，並由下述條文取代：

「本公司或其代表發出或發送之任何通告或文件（包括任何「公司通訊」（按上市規則賦予該詞之涵義））：

- (i) 若以郵寄方式寄發，緊隨包含該通告或文件之信封或包裹投入位於有關地區之郵局當日的翌日送達，及就送達證明方面，包含上述通告或其他文件之信封或包裹已妥為預付郵費、列明地址及投入該郵局已足夠作為送達證明，及經秘書或由董事會委任之其他人士就包含通告之信封或包裹已列明地址並投入該郵局所簽署之書面證明為最終送達證明；

Any notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document. In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service to all the joint holders.”;

- (j) By deleting Bye-Law 169 in its entirety and substituting therefor the following:

“Any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued by or on behalf of the Company:

- (i) if served by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (ii) 若以電子通訊方式傳送，則於以電子形式發送通告或文件時視作已經送達論，除非發件人接獲通知有關電子通訊並未送達予收件人。在此情況下，有關通告或文件須以郵遞方式寄發予股東，惟視作已送達或傳送之時間乃以原電子通訊方式發出二十四小時後起生效。然而，任何非發件人所能控制之傳送失誤，將不會影響有效發送有關通告或文件之效力；
- (iii) 倘於本公司之電腦網絡上登載，則會視作已於有關通告或文件在可供股東進入及瀏覽之本公司電腦網絡登載，並向股東發出刊登通告之日送達；
- (iv) 倘以此等公司細則擬定之任何其他方式送達或傳送（根據此等公司細則透過刊登報章廣告除外），則將被視為於親身送達或遞送或（視情況而定）於有關寄發或傳送之時已送達或遞送；及對於證明上述送達或遞送情況，則經秘書或董事會所委任之其他人士就上述送達、遞送、寄發或傳送之事實及時間所簽署之書面證明為最終送達證明；及
- (v) 倘根據此等公司細則以刊登報章廣告方式送達，則於有關通告首次刊登之日作已經送達論。」；
- (ii) if sent by electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically unless notification that the electronic communication has not reached its recipient has been received by the sender in which case such notice or document shall be sent to the shareholder by post provided that the date of deemed service or delivery shall be twenty-four hours from the despatch of the original electronic communication, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served;
- (iii) if published on the Company's computer network, shall be deemed to have been served on the day on which the notice or document is published on the Company's computer network to which the shareholder may have access and the notice of such publication is given to the shareholder;
- (iv) if served or delivered in any other manner contemplated by these Bye-Laws other than by advertisement in newspapers in accordance with these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (v) if served by advertisement in newspapers in accordance with these Bye-Laws, shall be deemed to have been served on the day on which the notice is first published.”;

- (k) 刪除公司細則第 170 條全文，並由下述條文取代：

「本公司或其代表向因股東去世、精神失常或破產而對股份享有權利之人士發送之任何通告或文件，可根據公司細則第 167 條就原有股東所規定之同一方式發送。」；

- (l) 刪除公司細則第 172 條第一及第二行之「以郵遞方式寄發或送達股東之登記地址」，並以「公司細則第 167 條所規定之方式發送予股東」代替；

- (m) 刪除公司細則第 173 條全文，並以下述條文取代：

「第173(A)條 本公司可以書寫、印刷或電子形式簽署任何通告或文件。」

第173(B)條 除任何適用法規、規則及規條另有規定外，本公司可以只提供任何通告或文件（包括但不限於公司細則第 162 條所規定之文件及「公司通訊」（按上市規則賦予該詞之涵義））之英文本，或同時提供英文本及中文本。」

- (k) By deleting Bye-Law 170 in its entirety and substituting therefor the following:

“A notice may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder in such manner as provided in Bye-Law 167 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”;

- (l) By deleting the phrase “by post to, or left at the registered address of any shareholder” in the first and second lines of Bye-Law 172 and substituting therefor by the phrase “to any shareholder in such manner as provided in Bye-Law 167”;

- (m) By deleting Bye-Law 173 in its entirety and substituting therefor the following:

“173(A) The signature to any notice or document by the Company may be written, printed or made electronically.

173(B) Subject to any applicable Statutes, rules and regulations, any notice or document, including without limitation the documents referred to in Bye-Law 162 and any “corporate communication” within the meaning ascribed thereto in the Listing Rules, may be given in the English language only or in both the English language and the Chinese language.”

9. 「動議待香港公司註冊處批准後，採納「神州數碼控股有限公司」為本公司之中文翻譯名稱，以根據香港法例第 32 章公司條例第 XI 部作登記之用。」

承董事會命

主席

李勤

香港，二零零二年六月五日

附註：

1. 本公司將於二零零二年七月十二日（星期五）至二零零二年七月十八日（星期四）（首尾兩日包括在內）暫停辦理股東登記手續。於此期間內不會辦理股份過戶登記手續。
2. 凡有權出席股東週年大會並於會上投票之本公司股東均有權委任其他人士代其出席股東週年大會，並於投票表決時代其投票。持有兩股股份或以上之股東可委任超過一名代表代其出席同一大會。受委代表毋須為本公司股東。
3. 倘為任何股份之聯名持有人，則任何一名該等聯名持有人均可親身或委派代表在股東週年大會上就有關股份投票，猶如其為唯一有權投票者。但如超過一名該等聯名持有人出席股東週年大會，則只有在股東名冊內就有關股份排名首位之上述人士方有權就有關股份投票。
4. 代表委任表格連同經簽署之授權書或其他授權文件（如有）或經公證人簽署證明之該等授權書或授權文件之副本，最遲須於股東週年大會或其任何續會（視情況而定）指定舉行時間四十八小時前送達本公司之香港股份過戶登記處分處雅柏勤證券登記有限公司，地址為香港干諾道中 111 號永安中心 5 樓，方為有效。股東在交回代表委任表格後，仍可親身出席股東週年大會或其任何續會，並於會上投票。

9. “**THAT** subject to the approval by the Registrar of Companies in Hong Kong, “神州數碼控股有限公司” be and is hereby adopted as the Chinese translation name of the Company for the purpose of registration under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).”

By Order of the Board

LI Qin

Chairman

Hong Kong, 5 June 2002

Notes:

1. The Register of Members will be closed from 12 July 2002 (Friday) to 18 July 2002 (Thursday), both days inclusive, during which period no transfer of shares will be effected.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, 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 is present at the Annual General Meeting, then one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
4. To be valid, the instrument appointing a proxy, together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or authority) must be deposited at the Hong Kong Branch Share Registrar of the Company, Abacus Share Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting or at any adjourned meeting.