

# 股東週年大會通告

茲通告Hanison Construction Holdings Limited (興勝創建控股有限公司) (「本公司」) 謹訂於二零零二年八月二日(星期五)上午十一時假座香港金鐘道八十八號太古廣場港麗酒店七樓顯利廳舉行股東週年大會，處理下列事項：

## 一般事項

- 一、省覽及採納截至二零零二年三月三十一日止年度之經審核財務報表及本公司之董事會與核數師報告書。
- 二、重選告退之董事。
- 三、授權本公司董事釐定獨立非執行董事之袍金。
- 四、重新委任來年之核數師並授權本公司董事釐定其酬金。
- 五、考慮並酌情通過，或經修訂後通過下列決議案為普通決議案：—

(A) 「動議：—

- (i) 在下文(iii)段及所有適用法例之規限下，一般性及無條件批准本公司董事於有關期間(按下文之定義)內，行使本公司之全部權力，以配發、發行、授出、分派及處理本公司股本中之額外股份，並就此作出、發出或授予需行使此項權力之售股建議、協議、購股權、認股權證及其他證券，包括可轉換本公司股份之公司債券、信用債券及票據；

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hanison Construction Holdings Limited (the "Company") will be held at Hennessy Room, 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 2 August 2002 at 11:00 a.m. for the purpose of transacting the following business:-

## Ordinary business

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31 March 2002.
2. To re-elect Directors in place of those retiring.
3. To authorise the Directors of the Company to fix the fees to independent non-executive directors.
4. To re-appoint Auditors for the ensuing year and to authorise the Directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions:-

(A) "THAT:-

- (i) subject to paragraph (iii) below and all applicable laws, 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, grant, distribute and otherwise deal with additional shares in the share capital of the Company and to make, issue, or grant offers, agreements, options, warrants and other securities including but not limited to bonds, debentures and notes convertible into shares in the Company, be and is hereby generally and unconditionally approved;

## 股東週年大會通告

## Notice of Annual General Meeting

- (ii) 上文(i)段之授權亦將授權本公司董事於有關期間內作出、發出或授予售股建議、協議、購股權、認股權證及其他證券，該等權力可能須在有關期間結束後行使；
- (iii) 本公司董事根據上文(i)段之授權而配發、發出、授出、分派或處理或同意有條件或無條件將予配發、發出、授出、分派或處理（不論是否依據購股權或其他原因而配發）之股本面值總額（根據或由於下列作出者除外）：—
  - (a) 配售新股（按下文之定義）；或
  - (b) 根據向本公司及/或其任何附屬公司之行政人員及/或僱員授予或發行本公司普通股股份或獲得購買本公司普通股股份之權利之任何購股權計劃或類似安排而發行之本公司普通股股份；或
  - (c) 根據本公司的公司組織章程不時以股份代替股息之形式或類似安排而配發代替全部或部分股息之股份，
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options, warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to or in consequence of:-
  - (a) a Rights Issue (as hereinafter defined); or
  - (b) an issue of ordinary shares in the Company under any option scheme or similar arrangement for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of ordinary shares in the Company or rights to acquire ordinary shares in the Company; or
  - (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company from time to time,

# 股東週年大會通告

# Notice of Annual General Meeting

不得超過以下總額：－

(aa) 在本決議案五(A)通過之日，本公司已發行股本面值總額百份之二十；及

(bb) (倘本公司董事獲本公司股東通過另一普通決議案授權) 在本決議案五(A)通過之後由本公司購回之任何股本面值(最高限額相等於在本決議案五(A)通過之日，本公司已發行股本面值總額百份之十)，

而上述之批准亦以此為限；及

(iv) 就本決議案五(A)而言：－

「有關期間」指由本決議案五(A)通過之日(包括當日)至下列任何一項較早發生之期間：－

(a) 本公司下屆股東週年大會結束之日；

(b) 本公司的公司組織章程或任何其他適用之法例所規定本公司須舉行下屆股東週年大會之期限屆滿之日；及

shall not exceed the aggregate of:-

(aa) twenty per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A); and

(bb) (if the Directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution 5(A) (up to a maximum equivalent to ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A)),

and the said approval shall be limited accordingly; and

(iv) for the purpose of this Resolution 5(A):-

“Relevant Period” means the period from (and including) the date of passing of this Resolution 5(A) 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 Articles of Association of the Company or any other applicable laws to be held; and

## 股東週年大會通告

## Notice of Annual General Meeting

- (c) 本決議案五(A)經由本公司股東於股東大會上通過普通決議案將之撤銷、修訂或重新確認之日；及

「配售新股」指本公司董事在指定之期間內向某一指定記錄日期登記在股東名冊上之本公司股份持有者按其當時之持股比例而提出之本公司股份配售建議或有權認購股份之認股權證、購股權或其他證券之建議（惟本公司董事有權在任何情況下就零碎股權或香港以外任何地區之法律或任何獲認可之監管機構或任何證券交易所規定下之限制或責任，作出其認為必需之豁免或其他安排）。」

(B) 「動議：－

- (i) 在下文(ii)段之限制下，一般性及無條件批准本公司董事於有關期間內(按下文之定義)行使本公司購買或購回其股份之一切權力；

- (c) the revocation, variation or renewal of this Resolution 5(A) by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases 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 legal or practical restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

(B) “THAT:-

- (i) subject to paragraph (ii) 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 or repurchase shares in the capital of the Company be and is hereby generally and unconditionally approved;

## 股東週年大會通告

## Notice of Annual General Meeting

- (ii) 根據上文(i)段之授權，本公司可於香港聯合交易所有限公司或香港證券及期貨事務監察委員會及香港聯合交易所有限公司根據香港公司股份購回守則認可之其他證券交易所購買或購回之股份，其總數不得超過在本決議案五(B)通過之日已發行股本面值總額百分之十，而上述之授權亦以此為限；及

- (iii) 就本決議案五(B)而言：－

「有關期間」指由本決議案五(B)通過之日(包括當日)至下列任何一項較早發生之期間：－

- (a) 本公司下屆股東週年大會結束之日；
- (b) 本公司的公司組織章程或任何其他適用之法例所規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (c) 本決議案五(B)經由本公司股東於股東大會上通過普通決議案將之撤銷、修訂或重新確認之日。」

- (ii) the aggregate nominal amount of the shares which may be purchased or repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases 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 at the date of passing of this Resolution 5(B), and the said approval shall be limited accordingly; and

- (iii) for the purpose of this Resolution 5(B):-

“Relevant Period” means the period from (and including) the date of passing of this Resolution 5(B) 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 Articles of Association of the Company or any other applicable laws to be held; and
- (c) the revocation, variation or renewal of this Resolution 5(B) by an ordinary resolution of the shareholders of the Company in general meeting.”

# 股東週年大會通告

- (C) 「動議待上述決議案五(A)及五(B)獲得通過後，授權董事就決議案五(A)(iii)段(bb)分段所述之本公司股本，行使該決議案五(A)(i)段所述之權力。」

承董事會命

公司秘書

老啓昌

香港，二零零二年六月二十一日

## 附註：

- 一、 凡有權出席本大會及投票之股東均有權委任一位或以上代表出席並於投票表決時代其投票。受委任代表毋須為本公司股東。
- 二、 倘屬聯名股份持有人，將接納排名優先之人士作出之投票（不論親身或委派代表），而其他聯名持有人之投票將不獲接納。就此而言，排名先後乃按股東名冊上聯名持有人之排名次序釐定。
- 三、 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有關副本，須於大會召開或其續會（視情況而定）指定舉行時間四十八小時前送達本公司之股份過戶登記處——香港中央證券登記有限公司，地址為香港皇后大道東一百八十三號合和中心十九樓一九零一至五室，方為有效。  
  
遞交代表委任表格後，股東屆時仍可親自出席會議及投票。
- 四、 本公司將由二零零二年七月三十一日（星期三）至二零零二年八月二日（星期五）止（首尾兩天包括在內）期間暫停辦理股份過戶登記手續。
- 五、 關於建議之決議案五(A)及五(C)，本公司董事強調其現時並無任何即時之計劃，運用該決議案授予之一般授權發行本公司之股份。
- 六、 一份載有關於決議案五(A)，五(B)及五(C)詳情之通函連同二零零一／二零零二年度之年報一併寄予各股東。

# Notice of Annual General Meeting

- (C) "THAT, conditional upon the passing of the above Resolutions 5(A) and 5(B), the Directors of the Company be and are hereby authorized to exercise the powers referred to in paragraph (i) of Resolution 5(A) in respect of the share capital of the Company as referred to in sub paragraph (bb) of paragraph (iii) of Resolution 5(A)."

By Order of the Board

Lo Kai Cheong, Casey

Company Secretary

Hong Kong, 21 June 2002

## Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders, 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 reference to the order in which the names stand on the Registers of Members in respect of the joint holding.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be).  
  
Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
4. The Registers of Members of the Company will be closed from Wednesday, 31 July 2002 to Friday, 2 August 2002 (both days inclusive), during which period no transfer of shares in the Company will be registered.
5. With reference to the proposed Resolutions 5(A) and 5(C), the Directors of the Company wish to state that they have no immediate plans to issue any new shares in the Company pursuant to the general mandates to be given thereunder.
6. A separate circular containing further information in relation to Resolutions 5(A), 5(B) and 5(C) is being sent to the members of the Company together with the 2001/2002 Annual Report.