

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Texwinca Holdings Limited (the "Company") will be held at Grand Royal Club, Level 6, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong on Tuesday, 27 August 2002 at 11:45 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2002;
2. To declare a final dividend;
3. To elect Directors and to authorise the Board of Directors to fix Directors' remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix Auditors' remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) subject to and conditional upon (i) the Bermuda Monetary Authority granting its permission for the grant and issue of options under the share option scheme of the Company (the "New Share Option Scheme"), a copy of which marked "A" is produced to the meeting and for the purposes of identification signed by the Chairman

茲通告德永佳集團有限公司(「本公司」)謹訂於二零零二年八月二十七日星期二上午十一時四十五分正假座香港新界葵涌興芳路223號新都會廣場第二座6樓帝豪會舉行股東週年大會，討論下列事項：

- 一、省覽截至二零零二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；
- 二、宣佈派發末期股息；
- 三、選舉董事及授權董事會釐定董事之酬金；
- 四、委聘核數師並授權董事會釐定其酬金；
- 五、作為特別事項，考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

「動議：

- (a) 待(i)百慕達金融管理局批准根據本公司之購股權計劃(「新購股權計劃」)(其註明「A」記號之副本已提呈本大會並由大會主席簽署以資識別)而授出及發行購股權；及(ii)香港聯合交易所

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thereof; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the

限公司(「聯交所」)上市委員會批准就行使根據新購股權計劃所授予之購股權而予以發行之股份上市及買賣後，批准及採納新購股權計劃，並授權本公司之董事會採取一切必需或適當之行動及訂立一切必需或適當之交易、安排及協議，使新購股權計劃得以全面生效，其中包括(惟不限於)：

- (i) 執行新購股權計劃，據此向新購股權計劃規定之合資格參與者授出購股權，以認購本公司之股份；
- (ii) 不時對新購股權計劃作出改動及／或修訂，惟此等改動及／或修訂須按照新購股權計劃內有關作出改動及／或修訂之條文進行；
- (iii) 不時發行及配發按新購股權計劃授出之購股權獲行使而須發行之相關數目之本公司股份，惟可於所有

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options under the New Share Option Scheme provided always that the total number of shares subject to the New Share Option Scheme, when aggregated with any shares subject to any other share option schemes, shall not exceed 10% of the relevant class of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of shares which may be issued upon exercise of all outstanding options granted under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the issued share capital of the Company from time to time;

- (iv) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and

根據新購股權計劃及任何其他購股權計劃授出之購股權予以行使時發行的股份總數，合計不得超過於本決議案獲通過之日本公司已發行的有關類別股份之10%，惟本公司可於股東大會上尋求股東批准更新新購股權計劃規定之10%上限。而可於新購股權計劃及本公司之任何其他購股權計劃所有已授出但未獲行使之購股權予以行使時發行的股份數目總額，不得超過本公司不時已發行的有關類別股份之30%；

- (iv) 於適當時候向聯交所及本公司當時已發行股份上市所在之任何其他證券交易所申請批准於其後不時按新購股權計劃授出之購股權獲行使而發行及配發之任何股份上市及買賣；及

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(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”;

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(v) 倘若認為合適，同意有關機構對新購股權計劃所規定或施加之條件、修訂及／或改動。」；

六、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 在本決議案(b)段之規限下，無條件授予董事會一般性權力，在符合適用法例之情況下，於有關期間（定義見下文）行使本公司一切權力，以購回其股份；
- (b) 根據上文(a)段之批准所購回之本公司股份面值總額，須不超過於本決議案獲通過當日本公司之已發行股本面值總額之10%，而上述批准亦須受此數額限制；及

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(c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) 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 to be held.";

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

(a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as

(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之期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及

(iii) 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期限屆滿之日。」；

七、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

(a) 無條件授予董事會一般性權力，於有關期間（定義見下文）行使本公司之一切權力，以配發、發行及處理本公司之額外股份，並可訂立或授予或需在有關期間（定義見下文）內或結束後配發、發行或處理股份之售股建議、協議及優先認股

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defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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 restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment 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, the total nominal amount of additional shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

權；惟除根據(i)配售新股(指本公司向於指定記錄日期之股東按其當時持股比例提出售股建議(惟董事會可就零碎股份或由於任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之限制或責任，作出認為必須或權宜之豁免或其他安排))或(ii)當時所採納之任何購股權計劃或類似安排，向本公司及／或其任何附屬公司之行政人員及／或僱員及／或根據該計劃之任何合資格承受人授出或發行股份或可認購本公司股份之權利或(iii)依照本公司細則實行之任何以股代息計劃或類似安排，以配發股份代替本公司股份之全部或部份股息外，所配發、發行、處理或同意有條件或無條件配發、發行或處理之額外股份面值總額，須不超過於本決議案獲通過當日本公司已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

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(b) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting; and
- (iii) 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 to be held."; and

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT the general mandate granted to the Directors of the Company pursuant to resolution no.7 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the

(b) 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之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及
- (iii) 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期限屆滿之日。」；及

八、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「**動議**擴大根據上文第七項決議案授予本公司董事會於當時可行使本公司之權力以配發股份及訂立或授予或需行使該項權力之售股建議、協議及購股權之一般性權力至包括自本公司董事會根據上文第六項決議案所獲授予行使本公司權力以購回

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Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no.6, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board

Chan Chi Hon

Secretary

Hong Kong, 19 July 2002

Notes:

- (a) The Register of Members of the Company will be closed from Tuesday, 20 August 2002 to Tuesday, 27 August 2002 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2002 and for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration not later than 4:00 p.m. on Monday, 19 August 2002.

本公司股份之一般性權力以來所購回之本公司股份面值總額；惟該數額須不超過於本決議案獲通過當日本公司已發行股本面值總額之10%。」。

承董事會命

秘書

陳志漢

香港，二零零二年七月十九日

附註：

- (a) 本公司將由二零零二年八月二十日星期二至二零零二年八月二十七日星期二（首尾兩日包括在內）暫停辦理股份過戶登記手續，期間將不會進行任何本公司股份之過戶登記。如欲符合獲派截至二零零二年三月三十一日止年度之擬派末期股息及出席股東週年大會之資格，所有本公司股份過戶文件連同有關股票，必須於二零零二年八月十九日星期一下午四時前送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，辦理股份過戶登記手續。

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- (b) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) 凡有權出席股東週年大會及於會上投票之本公司股東，均有權委任一位或以上人士為其代表，代其出席及投票。受委任人士毋須為本公司之股東。倘超過一名人士獲委任，則委任書上須註明每位受委任人士所代表之有關股份數目與類別。
- (c) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjournment thereof.
- (c) 代表委任表格及經簽署之授權書或其他授權文件（如有），或經簽署證明之授權書或授權文件副本，最遲須於大會（或其續會）指定舉行時間前48小時送達本公司在香港的股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，方為有效。