



股東週年大會通告

Notice of Annual General Meeting

茲通告威高國際控股有限公司（「本公司」）謹訂於二零零二年九月十八日（星期三）上午十時正假座香港新界葵涌大連排道192-200號偉倫中心二期十樓舉行股東週年大會，以便處理下列一般事項：

1. 省覽及接納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告及董事會與核數師報告會；
2. 宣派末期股息；
3. 重選退任董事及授權董事會釐定董事酬金；
4. 重聘本公司核數師及授權董事會釐定其酬金；

及作為特別事項，考慮並酌情通過下列決議案為普通決議案：

5. **動議：**
 - (a) 在下文(c)段之規限下，根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」），一般及無條件批准本公司董事（「董事」）於有關期間內行使本公司所有權力，配發、發行及處理未發行股份，並作出或授出可能須行使上述權力之售股建議、協議及購股權；
 - (b) 上文(a)段之批准應賦予董事權力，於有關期間內作出或授出可能須於有關期間結束時可能須行使上述權力之售股建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the annual general meeting of Veeko International Holdings Limited (the "Company") will be held at 10/F., Wylar Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 18th September, 2002 at 10:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31st March, 2002;
2. to declare the payment of a final dividend;
3. to re-elect the retiring directors and to authorise the board of directors to fix their remuneration;
4. to re-appoint the Company's auditors and to authorise the directors to fix their remuneration;

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

5. **THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company (the "Directors") during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;



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(c) 董事根據上文(a)段之批准配發或同意有條件或無條件配發(不論根據購股權或以其他方式)之股本(不包括因(i)配售新股；或(ii)本公司購股權計劃下之任何購股權獲行使；或(iii)根據本公司不時生效之公司細則之規定配發股份以代替股份之全部或部份股息之任何以股代息計劃或類似安排配發者除外)面值總額，不得超過下列者之總和：

- (i) 通過本決議案之日本公司之已發行股本面值總額20%；及
- (ii) (倘董事根據本公司股東通過之一項獨立決議案獲授權)於本決議案通過後本公司購回任何本公司股本面值金額(最多相等於本決議案獲通過之日本公司已發行股本面值總額10%)，

而根據本決議案(a)段所述之授權亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」指通過本決議案之日起至下列任何較早之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則、開曼群島公司法(二零零一年修訂本)或任何其他適用之法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of 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 articles of association of the Company, the Companies Law (2001 Revision) of the Cayman Islands or any other applicable law to be held; or



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- (iii) 本公司之股東於股東大會上通過普通決議案撤銷或修訂本決議案賦予董事授權之日。

「配售新股」指本公司於董事所釐定之期間，向於指定記錄日期名列股東名冊之股東按其當時持股比例提出售股建議，提呈或發行認股權證、購股權或附帶權利認購股份之其他證券（惟董事可就零碎股份或由於香港以外任何司法權區之法律，或任何香港以外之認可管制機構或任何證券交易所之規定，或於釐定法例下任何限制或責任之存在或程度或可涉及之開支或延誤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）。

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or of any stock exchange outside Hong Kong).

6. 動議：

- (a) 一般無條件批准董事於有關期間內行使本公司所有權力，於聯交所或本公司之股份上市並經由證券及期貨事務監察委員會及聯交所就此而認可之任何其他證券交易所，或按照證券及期貨事務監察委員會、聯交所、開曼群島公司法（二零零一年修訂本）及有關之一切其他適用法例之規則及條例規定之其他方式，購回其本身之股份；
- (b) 本公司根據上文(a)段之批准於有關期間內購回本公司股份之面值總額將不得超過本決議案獲通過當日本公司已發行股份面值總額之10%，而根據(a)段所述之授權亦須受此數額限制；

6. THAT:

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (2001 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly;



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(c) 就本決議案而言，「有關期間」乃指通過本決議案之日起至下列任何較早日期止之期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 本公司之公司細則、開曼群島公司法（二零零一年修訂本）或任何其他適用之開曼群島法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或

(iii) 本公司之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述之授權之日。

7. **動議** 授權本公司董事行使召開股東週年大會之通告內第5項決議案(a)分段所述有關本公司股本之授權（請參閱決議案第(c)段(ii)分段）。

承董事會命
主席兼董事總經理
鄭鐘文

香港，二零零二年七月十六日

(c) for the purposes of this Resolution, "Relevant Period" means the period from the date of 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 articles of association of the Company, the Companies Law (2001 Revision) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or

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

7. **THAT** the Directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution of no.5 set out in notice of the annual general meeting in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such Resolution.

By order of the Board
Cheng Chung Man, Johnny
Chairman and Managing Director

Hong Kong, 16th July, 2002



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附註：

1. 凡有權出席上述通告所召開大會及於會上投票之股東，均有權委派一位或多位代表出席，並於本公司之公司章程規限下代其投票，受委代表毋須為本公司之股東。
2. 代表委任表格連同簽署人之授權書或其他授權文件(如有)，或經公證人簽署證明之授權書或授權文件副本，須於大會或其續會指定舉行時間48小時前送達本公司之香港股份過戶登記分處秘書商業服務有限公司，地址為香港干諾道中111號永安中心5樓，方為有效。
3. 就上文提呈之第5及第7項決議案而言，現尋求股東批准授予董事一般授權，根據上市規則配發及發行股份。除根據股東批准之本公司購股權計劃或任何以股代息計劃而可能須予發行之股份外，董事並無計劃即時發行任何本公司之新股份。
4. 就上文提呈之第6項決議案而言，董事謹此表明，其將於其認為就股東利益而言適當之情況下行使獲賦予之權力購回股份。股東將隨截至二零零二年三月三十一日止年度之年報獲寄發一份獨立文件，其中根據上市規則之規定載有說明函件，詳述有關股東就表決提呈之決議案作出知情決定之所須資料。
5. 本公司將於二零零二年九月十三日(星期五)至二零零二年九月十八日(星期三)(包括首尾兩天)暫停辦理股東登記，期間不會辦理股份過戶登記手續。如欲獲派建議中之末期股息，所有填妥之股份轉讓表格連同有關股票必須於二零零二年九月十二日(星期四)下午四時前送交本公司之香港股份過戶登記分處秘書商業服務有限公司(地址為香港干諾道中111號永安中心5樓)，辦理過戶登記手續。

Notes:

1. A member entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in a separate document to be dispatched to the shareholders with the annual report for the year ended 31st March, 2002.
5. The register of members of the Company will be closed from Friday, 13th September, 2002 to Wednesday, 18th September, 2002 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration no later than 4:00 p.m. on Thursday, 12th September, 2002.