

## Notice of Annual General Meeting 股東周年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Quality HealthCare Asia Limited (the “Company”) will be held at 1901, Shui On Centre, 8 Harbour Road, Wanchai, Hong Kong on Friday, 6 June 2003 at 10:00 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 of the Company for the year ended 31 December 2002.
2. To declare a final dividend for the year ended 31 December 2002.
3. To re-elect directors and authorise the board of directors to fix their remuneration.
4. To re-appoint auditors and to authorise the directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

(a) “**THAT**

- (i) subject to paragraph (a)(iii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (a)(v) of the resolution) of all the powers of the Company to allot, issue, grant or distribute or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights which would or might require any shares to be allotted, issued, granted or distributed or otherwise dealt with, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (a)(i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

**茲通告**卓健亞洲有限公司(「本公司」)謹訂於二零零三年六月六日星期五上午十時正假座香港灣仔港灣道8號瑞安中心19樓1901室舉行股東周年大會，以便處理下列事項：

1. 省覽截至二零零二年十二月三十一日止年度之本公司經審核綜合財務報告與董事會及核數師報告；
2. 宣派截至二零零二年十二月三十一日止年度末期股息；
3. 重選董事及授權董事會釐定其酬金；
4. 續聘核數師及授權董事會釐定其酬金；
5. 考慮及酌情通過下列決議案為普通決議案：

(a) 「**動議**：

- (i) 在本決議案(a)(iii)段之規限下，一般及無條件批准董事在有關期間(「定義見本決議案(a)(v)段」)，行使本公司全部權力，配發、發行、授出、分派或以其他方式處置本公司股本中之額外股份或可換股證券，或可認購本公司任何股份之購股權、認股權證或將會或可能導致需要配發、發行、授出、分派或以其他方式處置股份之類似權利，並就此作出或授予可能要行使該等權力之售股建議、協議及購股權；
- (ii) 按本決議案(a)(i)段之批准授權本公司董事可在有關期間，作出或授予在有關期間結束後行使該等權力之售股建議、協議及購股權；

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(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 (a)(i) of this resolution, otherwise than pursuant to:

(aa) a rights issue (as defined in paragraph (a)(v) of this resolution);

(bb) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares;

(cc) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons including but not limited to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares; and

(dd) 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 bye-laws of the Company from time to time;

shall not exceed 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 approval granted under paragraphs (a)(i) and (a)(ii) shall be limited accordingly;

(iv) subject to the passing of each of the paragraphs (a)(i), (a)(ii) and (a)(iii) of this resolution, any prior approvals of the kind referred to in paragraphs (a)(i), (a)(ii) and (a)(iii) of this resolution which have been granted to the directors and which are still in effect be and are hereby revoked; and

(iii) 本公司董事根據本決議案(a)(i)段之批准而配發、發行、授出、分派或以其他方式處置或有條件或無條件同意配發、發行、授出、分派或以其他方式處置(不論是否根據購股權或其他原因而配發)之股本面值總額，除按以下方式而發行者外：

(aa) 配售新股(定義見本決議案(a)(v)段)；

(bb) 因行使本公司發行之任何認股權證附有之認購權或換股權或任何可轉換為該等股份之證券附有之認購權或換股權；

(cc) 因行使任何經已採納向任何人士(包括但不限於本公司及／或其任何附屬公司之主管人員及／或僱員)授予或發行股份之任何購股權計劃或類似安排項下所授出之購股權；及

(dd) 因根據本公司不時之公司細則所配發以代替股份之全部或部份股息之以股代息或類似安排；

不得超過本公司於本決議案通過當日已發行股本面值總額之20%，而根據a(i)及a(ii)段授予之批准亦受此限制；

(iv) 待本決議案(a)(i)、(a)(ii)及(a)(iii)段各獲通過後，本決議案(a)(i)、(a)(ii)及(a)(iii)段所述任何先前經已授予董事而仍然生效之批准將予取消；及

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(v) for the purpose of this resolution:

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

(aa) the conclusion of the next annual general meeting of the Company;

(bb) 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; or

(cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“rights issue” means the allotment issue or grant of shares pursuant to an offer of shares open for a period fixed by the directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or to 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 body or any stock exchange in any territory applicable to the Company);” and

(b) “**THAT**

- (i) subject to paragraph (b)(ii) of this resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (b)(iv) of this resolution) of all powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and requirements including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(v) 就本決議案而言：

「有關期間」指由本決議案獲通過至下列三者中最早日期止之期間：

(aa) 本公司下屆股東周年大會結束；

(bb) 按本公司之公司細則或任何適用之法律所規定本公司須舉行下屆股東周年大會之期限屆滿；或

(cc) 本決議案所載之授權於本公司股東大會上獲通過普通決議案將之撤銷或修訂之日；

「配售新股」指於董事指定之期間內，向於指定記錄日期名列本公司股東名冊上之股份持有人建議按彼等當時所持股份之比例配發、發行或授出股份（董事有權就零碎股權或任何地區適用於本公司之法律限制或責任或當地任何認可管制機構或證券交易所之規定而作出董事認為必須或權宜之取消權利行動或其他安排）。」及

(b) 「**動議**：

- (i) 在下文(b)(ii)段之規限下，一般及無條件批准董事在有關期間（定義見本決議案b(iv)段），根據所有適用之法例（包括根據香港聯合交易所有限公司（「聯交所」）香港股份購回守則及證券上市規則之規定或任何其他證券交易所不時修訂之規定）及在其規限下，行使本公司全部權力，在聯交所或本公司證券可能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購回本身股份；

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| <p>(ii) the aggregate nominal amount of the shares repurchased or agreed to be conditionally or unconditionally repurchased by the Company pursuant to paragraph (b)(i) of this resolution during the Relevant Period shall not exceed 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 approval granted under paragraph (b)(i) of this resolution shall be limited accordingly;</p> <p>(iii) subject to the passing of each of the paragraphs (b)(i) and (b)(ii) of this resolution, any prior approvals of the kind referred to in paragraphs (b)(i) and (b)(ii) of this resolution which have been granted to the directors and which are still in effect be and are hereby revoked; and</p> <p>(iv) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(aa) the conclusion of the next annual general meeting of the Company;</p> <p>(bb) the expiration of the period within the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or</p> <p>(cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”</p> | <p>(ii) 本公司於本期間內根據本決議案(b)(i)段購回或有條件或無條件地同意購回之股份之面值總額，不得超過本公司於本決議案獲通過當日已發行股本面值總額之10%，而本決議案(b)(i)段所授予之批准亦受此限制；</p> <p>(iii) 在本決議案(b)(i)及(b)(ii)段各獲得通過之規限下，本決議案(b)(i)及(b)(ii)段所述任何先前經已授予董事而仍然生效之批准將予取消；及</p> <p>(iv) 就本決議案而言：</p> <p>「有關期間」指由本決議案獲通過至下列三者中最早日期止之期間：</p> <p>(aa) 本公司下屆股東周年大會結束；</p> <p>(bb) 按本公司之公司細則或任何適用之法律所規定本公司須舉行下屆股東周年大會之期限屆滿；或</p> <p>(cc) 本決議案所載之授權於本公司股東大會上獲通過普通決議案將之撤銷或修訂之日。」</p> |
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## Notice of Annual General Meeting (cont.) 股東周年大會通告(續)

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the directors to exercise the powers of the Company to allot, issue, grant, distribute or otherwise deal with shares pursuant to resolution 5(a) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5(b) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By order of the Board

**Lam Hon Yiu, Leo**

*Company Secretary*

Hong Kong, 26 March 2003

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person should you so wish.
- (c) In case of joint registered holders of any shares, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (d) The register of members of the Company will be closed from 27 August 2003 to 29 August 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend payable on 8 September 2003, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 26 August 2003.

6. 考慮及酌情通過下列決議案為普通決議案：

「**動議**為擴大根據上文第5(a)項決議案授予董事行使本公司配發、發行、授出、分派或以其他方式處置股份之權力之一般授權，增加董事根據該一般授權而配發本公司已發行股本面值總額(相當於本公司根據上文第5(b)項決議案獲授權購回本公司股本之股份面值總額之數額)，惟該數額不得超過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

**林翰堯**

*公司秘書*

香港，二零零三年三月二十六日

附註：

- (a) 凡有權出席大會並於會上投票之股東均有權委任一位或以上之代表，代其出席大會及代其投票。受委代表毋須為本公司股東。
- (b) 代表委任表格及簽署該表格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副本，須於大會舉行時間最少48小時前送達本公司之香港股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。股東於交回代表委任表格後，亦可親身出席大會並於會上投票。
- (c) 如屬聯名登記持有人，彼等中任何一人均可於股東周年大會上就有關股份親身或委派代表投票，猶如彼獨自持有該等股份一樣，但如超過一名該等聯名持有人親身或委派代表出席股東周年大會，則只有就該等股份而名列本公司股東名冊首位之人士，才有資格就該等股份投票。
- (d) 本公司將會於二零零三年八月二十七日至二零零三年八月二十九日期間(包括首尾兩日)暫停股份過戶登記手續，期間不會進行任何股份過戶手續。欲符合資格享有於二零零三年九月八日應付之末期股息，所有過戶申請連同有關股票必須最遲於二零零三年八月二十六日下午四時正前送交本公司於香港之股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。