

## Notice of Annual General Meeting

### 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Technology Venture Holdings Limited (the "Company") will be held at the Board Room of 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on Friday, 23 May 2003 at 11:00 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 31 December 2002;
2. to re-elect directors and to authorise the board of directors to fix the directors' remuneration;
3. to re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4. "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 during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares ("Share" and each a "Share") of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, 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 of the Company during the Relevant

茲通告宏昌科技集團有限公司(「本公司」)訂於二零零三年五月二十三日(星期五)上午十一時正於香港干諾道西167號天津大廈8樓會議廳舉行股東週年大會,藉以處理下列普通事項:

1. 省覽及考慮截至二零零二年十二月三十一日止年度之經審核綜合財務報告與董事會及核數師之報告;
2. 重選董事並授權董事會釐定董事酬金;
3. 續聘核數師並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議案為普通決議案而不論有否作出修訂:

4. 「動議:
  - (a) 在下文(c)段之限制下,依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於有關期間(釋義見下文)內行使本公司之一切權力,以配發、發行及處理本公司股本中每股面值0.10港元之未發行股份(「股份」)及每一「股份」,以及作出或授予可能需行使上述權力之售股建議、協議及購股權,包括可認購股份之認股權證;
  - (b) 上文(a)段之批准將授權本公司董事於有關期間內作

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Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted issued and dealt with or agreed conditionally or unconditionally to be allotted issued and dealt with (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 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

(bb) (if the directors of the Company 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

出或授予或需於有關期間終結後行使上述權力之售股建議、協議及購股權；

(c) 本公司董事依據上文(a)段之配發、發行或處理或有條件或無條件同意配發、發行或處理（不論是否根據購股權配發）之股本面值總額，除因(i)配售新股（釋義見下文）；或(ii)任何根據本公司之購股權計劃授出之購股權獲行使；或(iii)任何根據本公司不時有效之公司細則規定須配發及發行股份代替股份之全部或部份股息之代息股份或類似安排；或(iv)根據本公司之任何認股權證或任何可兌換為股份之證券之條款因認購或換股權獲行使而發行之股份外，不得超過下列兩者之總和：

(aa) 本決議案通過日期本公司已發行股本面值總額之20%；及

(bb) （倘本公司董事獲本公司股東通過另一項普通決議案授權，）於本決議案通過之後本公司所購回本公司任何股本之面值（最多相等於本決議案通過日期本公司已發行股

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the Company in issue on the date of the passing of this Resolution),

本面值總額之  
10%)。

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

故依據本決議案(a)段獲得  
之權力須相應受到限制;及

(d) for the purposes of this Resolution:

(d) 就本決議案而言:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

「**有關期間**」指由本決議案  
通過日期至下列各項之較  
早日期止之期間:

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

(i) 本公司下屆股東週  
年大會結束之日;

(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, the Companies Act 1981 of Bermuda (the “Companies Act”) or any other applicable law of Bermuda to be held; and

(ii) 依照本公司之公司  
細則、百慕達一九  
八一年公司法(「公  
司法」)或百慕達任  
何其他適用法例規  
定本公司下屆股東  
週年大會須予召開  
之期限屆滿之日;  
及

(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;

(iii) 本公司股東於股東  
大會上通過一項普  
通決議案撤銷或修  
訂本決議案授予本  
公司董事權力之日  
期;

“**Rights Issue**” means an offer of Shares, or offer or issue 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 on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements

「**配售新股**」指於本公司董  
事指定之期間內,向於指定  
記錄日期名列股東名冊之  
股份持有人,根據其當時所  
持之股份數量按比例提呈  
發售股份或提呈或發行可  
認購股份之認股權證、購股

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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, 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 any stock exchange outside Hong Kong).”

權或其他賦予可認購股份權利之證券（惟本公司董事可就零碎股份之權益，或在顧及香港以外任何司法權區之法例或香港以外任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任，或因考慮香港以外任何司法權區之法例或香港以外任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任可能涉及之費用或延誤下，作出彼等認為必須或適當之豁免或其他安排）。」

5. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase the Shares of the Company and warrants of the Company, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 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 and warrants 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 issued

5. 「動議：

- (a) 在下文(b)段之限制下，一般及無條件批准本公司董事於有關期間內行使本公司之一切權力，在聯交所或股份可能上市而香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回股份及認股權證，惟此項權力必須根據香港證券及期貨事務監察委員會與聯交所之規則及規例、百慕達一九八一年公司法及在此方面之所有其他適用法例行使；
- (b) 本公司依據上文(a)段之批准於有關期間內所購回之股份及認股權證面值總額，不得超過本決議案通過日期本公司已發行股本面值

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share capital of the Company or 10 per cent. of the aggregate amount of outstanding warrants of the Company (as the case may be) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(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 bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and

(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."

總額之10%或未行使認股權證之10%(以適用者為準),故依據本決議案(a)段獲得之權力須相應受到限制;及

(c) 就本決議案而言,「有關期間」指由本決議案通過日期至下列各項之較早日期止之期間:

(i) 本公司下屆股東週年大會結束之日;

(ii) 依照本公司之公司細則、公司法或百慕達任何其他適用法例規定本公司下屆股東週年大會須予召開之期限屆滿之日;及

(iii) 本公司股東於股東大會上通過一項普通決議案撤銷或修訂本決議案授予本公司董事權力之日期。」

6. "THAT conditional upon the passing of Resolutions 4 and 5 as set out in the notice convening this meeting, the aggregate nominal amount of the number of Shares that shall have purchased by the Company after the date thereof pursuant to and in accordance with Resolution 5 shall be added to the aggregate nominal amount of Shares that may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the directors of the Company pursuant to the general mandate

6. 「動議:於週年大會通告之第4及5項決議案獲得通過後,依據第5項決議案而購回之股數之總股本面值將會依據第4項決議案授予本公司董事一般授權以發行及配發之可發行

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to issue and allot granted to the directors of the Company by Resolution 4.”

7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the 2002 Share Option Scheme (as defined below), the refreshment of the scheme limit of the Company’s share option scheme adopted on 30 May 2002 (“2002 Share Option Scheme”) and all other share option scheme(s) of the Company, up to 10 per cent. of the number of Shares in issue as at the date of passing this resolution (“Refreshed Mandate Limit”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed Mandate Limit.”

By order of the board of directors  
**Technology Venture Holdings Limited**  
**Chan Tze Ngon, Ron**  
*Chairman*

Hong Kong, 16 April 2003

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and Principal place  
of business in Hong Kong:*

8th Floor, Tianjin Building  
167 Connaught Road West  
Hong Kong

或有條件或無條件同意配發加大總股份面值。

7. 「**動議**：根據及待聯交所上市委員會批准按二零零二年購股權計劃限額（定義見下文）可能授出之購股權獲行使可予發行之股份上市及買賣後，更新本公司於二零零二年五月三十日採納之購股權計劃及本公司所有其他購股權計劃之計劃限額，以達至最高批准於本決議案當日已發行股份數目之10%（「更新計劃限額」），及授權本公司任何董事執行及簽署有關文件以令更新計劃限額生效。」

承董事會命  
**宏昌科技集團有限公司**  
主席  
**陳子昂**

香港，二零零三年四月十六日

*註冊辦事處：*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*香港之總辦處及  
主要營業地點：*

香港  
干諾道西167號  
天津大廈8樓

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## Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and 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 offices of the Company's Hong Kong branch registrars, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or adjourned meeting and in default the proxy shall not be valid. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In relation to proposed Resolution no. 2 above, Mr Emmy Wu will retire and, being eligible, will offer himself for re-election at the above meeting pursuant to bye-law 114 of the bye-laws of the Company.  
  
Dr Chou Tao Hsiung, Joseph and Mr Chow Siu Lam, Cliff will retire from their respective offices of directors at the above meeting pursuant to bye-law 111 of the bye-laws of the Company and, being eligible, offer themselves for re-election.
4. In relation to proposed Resolutions nos. 4 and 6 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 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 the shareholders.
5. In relation to proposed Resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to purchase Shares or warrants 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 is set out in another set of documents enclosed in the annual report for the year ended 31 December 2002 sent to shareholders.

## 附註:

1. 凡在權出席上述通告召開之大會及於會上投票之股東，均有權委任一名或以上之代表出席大會，並在本公司之公司細則規定之限制下代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同簽署之之授權書或其他授權文件（如有）或經由公證人簽署證明之授權書或授權文件副本，須於大會或續會舉行時間48小時前交回本公司之香港股份登記及過戶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。
3. 就上文建議之第2項決議案而言，吳安敏先生將依據本公司之公司細則第114條於應屆股東週年大會退任董事一職，惟其具資格膺選連任。  
  
周道熊博士及周少霖先生將依據本公司之公司細則第111條於應屆股東週年大會退任董事一職，惟彼等均具資格膺選連任。
4. 就上文建議之第4項及第6項決議案而言，本公司要求股東授予董事根據上市規則配發及發行股份權力之一般授權。除根據本公司之購股權計劃或股東批准之任何以股代息計劃可能需發行之股份外，董事並無發行新股份之即時計劃。
5. 就上文建議之第5項決議案而言，董事擬聲明，彼等將在其認為對股東有利之情況下行使該決議案所賦予購回股份或認股權證之權力。載有上市規則所規定給予股東必須資料，以便股東就投票表決議之決議案作出知情決定之說明函件，將載於另一份隨同截至二零零二年十二月三十一日止年度年報一併寄予股東之文件內。