

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the C1 Conference Room, 11 Dai Hei Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 3:00 p.m. on Friday, 19th September, 2003 for the following purposes:

1. To receive and consider the report of the directors and financial statements for the year ended 31st March, 2003 and the auditors' report thereon.
2. To elect directors and to fix their remuneration.
3. To appoint auditors for the year ending 31st March, 2004 and to authorise the directors to fix their remuneration.
4. By way of special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) "That:

- (i) subject to paragraph (iii), the exercise by the directors of the Company during the relevant period of all the powers of the Company to allot and issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options over shares which might require such shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) shall authorise the directors of the Company during the relevant period to make or grant offers, agreements and options which might require the exercise of such power after the end of the relevant period;
- (iii) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued whether pursuant to an option or otherwise, by the directors of the Company pursuant to the approval in paragraph (i), otherwise than pursuant to rights issue, shall not exceed 20% of the aggregate nominal amount of the existing share capital of the Company in issue as at the date hereof and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

"relevant period" means the period from the passing of the resolution until whichever is the earlier of:

- the conclusion of the next annual general meeting of the Company; and

茲通告本公司謹訂於二零零三年九月十九日星期五下午三時假座香港新界大埔大埔工業大馬路11號C1會議室舉行股東週年大會，藉以進行下列事項：

1. 省覽截至二零零三年三月三十一日止年度之賬目及董事會與核數師之報告。
2. 選舉董事及釐訂其酬金。
3. 委聘截至二零零四年三月三十一日止年度之核數師，並授權董事會釐訂其酬金。
4. 作為特別事項，考慮並酌情通過下列普通決議案：

(A) 「動議：

- (i) 除第(iii)段另有規定外，一般及無條件批准本公司董事會於有關期間內行使本公司全部權力，以便配發及發行或處理本公司股本中之額外股份，並作出或授予可能須配發及發行該等股份之售股建議、協議及購股權；
- (ii) 第(i)段所述之批准將授權本公司董事會於有關期間內作出或授予可能須於有關期間終結後行使該項權力之售股建議、協議及購股權；
- (iii) 本公司董事會根據第(i)段之批准（並非根據配售新股而配發）所配發及發行或同意有條件或無條件配發及發行（不論根據購股權或其他原因）之股本總面值，不得超過本公司於本會議舉行日期之現有已發股本總面值20%，上述批准因此而須受限制；及

- (iv) 就本決議案而言：

「有關期間」指由通過本決議案之日起至下列日期（以較早者為準）止之期間：

- 本公司下屆股東週年大會結束之日；

- the expiration of the period within which the next annual general meeting of the Company is required by law or the Company's bye-laws to be held; and
- the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“right issue” means an offer of shares open for a period fixed by the directors of the Company to holders of ordinary shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the director 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, any recognised regulatory body or any stock exchange in any territory outside Hong Kong.”

(B) “THAT:

- subject to paragraph (ii) the exercise by the directors of the Company during the relevant period of all the powers of the Company to purchase its own securities, subject to and in accordance with all applicable laws and the listing rules, be and is hereby generally and unconditionally approved;
- the aggregate nominal amount of securities of the Company purchased by the Company pursuant to paragraph (i) during the relevant period, shall be no more than 10% of the aggregate nominal amount of the existing issued share capital of the Company at the date of this meeting, and the authority pursuant to paragraph (i) shall be limited accordingly;
- for the purposes of this resolution, “**relevant period**” means the period from the date of passing of this resolution until whichever is the earlier of:
  - the conclusion of the next annual general meeting of the Company;
  - the expiration of the period within which the next annual general meeting of the Company is required by law or the Company's bye-laws to be held; and
  - the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- 法例或本公司之公司細則所規定本公司須舉行下屆股東週年大會之指定期限屆滿之日；及
- 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。

「配售新股」指由本公司董事會於指定期間內向於指定記錄日期名列股東名冊之本公司普通股持有人按彼等當時之持股比例建議發售股份（惟本公司董事會可就零碎股份作出認為必需或權宜之安排，或因香港以外任何地區之法例所構成之任何限制或責任，或為符合該等地區之認可監管機構或任何證券交易所之規定而作出豁免或其他安排。」

(B) 「動議：

- 除第(ii)段另有規定外，一般及無條件批准本公司董事於有關期間內行使本公司全部權力，以便在一切適用法律及上市規限下及依法購買本身之證券；
- 本公司於有關期間內根據第(i)段之規定而購買之本公司證券之總面值將不超過本公司於本會議舉行日期之現有已發行股本總面值10%，故第(i)段所述之授權將受相應限制；
- 就本決議案而言，「有關期間」指由通過本決議案之日起至下列日期（以較早者為準）止之期間：
  - 本公司下屆股東週年大會結束之日；
  - 法例或本公司之公司細則所規定本公司須舉行下屆股東週年大會之指定期限屆滿之日；及
  - 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。」

(C) “That the exercise by the directors of the Company of all powers of Company following any repurchase of its own shares to allot and issue or agree to allot and issue additional shares in the capital of the Company up to maximum number of such shares repurchased since the granting of the general mandate (up to a maximum number equivalent to 10% of the existing issued share capital of the Company at the date of this meeting) and to make or grant offers, agreements and options which might require the exercise of such power equivalent to the number of shares so purchased, in addition to the general mandate granted to the directors of the Company and for the time being in force pursuant to resolution 4(A) contained in the notice convening this meeting, be and is hereby generally and unconditionally approved.”

By order of the Board  
**Kwok Yan Lam**  
Chairman

Hong Kong, 26th July, 2003

*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy must be lodged at the head office and principal place of business of the Company in Hong Kong not less than 48 hours before the time appointed for the meeting. Completion and return of the proxy will not preclude a member from attending and voting in person.

(C) 「動議除已根據本大會通告所載第4(A)項決議案授予本公司董事及當時仍有效之一般授權外，一般及無條件批准本公司董事在購回其任何本身股份後行使本公司之全部權力，以配發及發行或同意配發及發行本公司股本中之額外股份，股數最多不得超過本公司自獲授一般授權後所購回之股份（最多以本會議舉行日期本公司現有已發行股本之10%為限），並作出或授予可能須行使該項權力之售股建議、協議及優先認股權（涉及之股數相當於所購回之股份）。」

承董事會命  
主席  
藍國恩

香港，二零零三年七月二十六日

*附註：*

1. 凡有權出席大會及投票之股東有權委任另一位人士為代表代其出席及投票。受委任代表毋須為本公司股東。
2. 代表委任表格必須不遲於大會指定舉行時間48小時前送達本公司在香港之總辦事處及主要營業地點。填妥及交回代表委任表格後，股東仍可親身出席及投票。