

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of G-Prop (Holdings) Limited (the “Company”) will be held at the Salon 6 (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 18th May, 2004 at 9:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the Financial Statements, Directors’ Report and Auditors’ Report for the period ended 31st December, 2003.
2. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors.

As Special Business

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

股東週年大會通告

茲通告金匡企業有限公司(「本公司」)謹訂於二零零四年五月十八日(星期二)上午九時正假座香港金鐘道八十八號太古廣場香港JW萬豪酒店三樓宴會廳召開股東週年大會，議程如下：

普通事項

- 一、 省覽截至二零零三年十二月三十一日止期間之財務報告、董事會報告書及核數師報告書。
- 二、 重選退任董事並授權董事會釐定董事酬金。
- 三、 續聘核數師並授權董事會釐定核數師酬金。

特別事項

- 四、 考慮並酌情通過下列決議案為本公司普通決議案：

「動議：

- (a) 在本決議案(c)段之限制下，一般及無條件批准本公司董事會根據適用之法律及香港聯合交易所有限公司證券上市規則(經不時修訂)之規定並在其規限下，於有關期間內行使本公司一切權力以購回本公司股本中每股面值0.01港元之股份；
- (b) (a)段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此董事會可代表本公司於有關期間內促使本公司以董事會決定之價格購回股份；
- (c) 本公司董事會根據第(a)段所述之批准而獲授權購回之股份面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額10%，而上文所述之授權亦須受此數額限制；及

(d) for the purposes 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 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; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列最早期限止期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照法律或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿；或
- (iii) 本決議案所述之授權在股東大會經本公司普通決議案予以撤銷或修訂之日。」

五、考慮並酌情通過下列決議案為本公司普通決議案：

「動議：

- (a) 在本決議案(c)段之限制下，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一切權力，以配發、發行及處理本公司股本中之額外股份，以及訂立或授予可能需行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；
- (b) (a)段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此本公司董事會可於有關期間內訂立或授予可能須於有關期間屆滿後行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；
- (c) 本公司董事會依據(a)段所述之批准配發或有條件或無條件同意配發（不論根據期權或其他事項）之股本面值總額（除根據(i)供股或(ii)經香港聯合交易所有限公司批准之本公司購股權計劃或(iii)任何以股代息計劃或類似安排以便根據本公司之公司細則配

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, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as those ascribed to it under resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part; and

“Rights Issue” means an offer of 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 such shares (subject to such exclusions or other arrangements 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

發股份以代替全部或部份本公司股份股息之情況外），不得超過本公司於本決議案通過日期已發行股本面值總額 20%；而上文所述之批准亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」之定義與召開本大會通告第四項決議案（此決議案為通告之一部份）所賦予之定義相同；及

「供股」乃指於本公司董事會所指定之期間內，向指定記錄日期名列股東名冊之股份持有人，按其當時持股比例配售股份之建議（惟本公司董事會有權在必要或適當時就零碎股權或有關司法權區之法例所定之限制或責任，或香港以外任何地區之任何認可管制機構或任何證券交易所之規定，取消若干股份持有人在此方面之權利或作出其他安排）。」

六、考慮並酌情通過下列決議案為本公司普通決議案：

「動議在通過載於召開本大會通告之第四及第五項決議案（此決議案為通告之一部份）後，根據召開本大會通告所載之第五項決議案（此決議案為通告之一部份）授予本公司董事之一般授權，藉加上本公司根據召開本大會通告第四項決議案（此決議案為通告之一部份）獲授之權力購回之本公司股本總面值之款額而擴大，惟擴大之數額不得超過本公司於本決議案通過日期已發行股本面值總額 10%。」

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

7. To consider and if thought fit, pass the following resolution as a special resolution:

“**THAT** the Bye-laws of the Company (the “Bye-laws”) be and are hereby amended by:

- (a) adding the following definitions in Bye-law 1:

““Associate(s)” in relation to any Director, shall have the meaning as defined in the Listing Rules.

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).”;

- (b) deleting the existing definition of “Board” or “Directors” in Bye-law 1 and substituting therefor the following definition of “Board” or “Directors”:

““Board” or “Directors” the Board of Directors of the Company or the Directors present at a meeting of Directors at which a quorum is present or a director of the Company.”;

- (c) adding the following sentence into Bye-law 66 after the sentence “A demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member” but before Bye-law 67:

“Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;

- 七、考慮並酌情通過下列決議案為本公司特別決議案：

「**動議**按下述方式修訂本公司之公司細則（「公司細則」）：

- (a) 於公司細則第1條加入下述定義：

「「聯繫人」指上市規則所界定與任何董事有關之聯繫人。

「上市規則」指香港聯合交易所有限公司證券上市規則（經不時修訂）。」；

- (b) 於公司細則第1條刪除「董事會」或「董事」之現有定義，並以下述「董事會」或「董事」之新定義代替：

「「董事會」或「董事」指本公司董事會或列席達到法定出席人數之董事會會議之董事或本公司任何一位董事。」；

- (c) 在公司細則第66條「由作為股東之委任代表之人士提出之要求得視為等同由有關股東提出之要求」等字後，但在公司細則第67條前，加入以下句子：

「儘管公司細則所載之任何規定，倘身為結算所（或其代名人）之本公司股東委任一名以上之委任代表，該等委任代表於舉手表決時各自應有一票。」；

- (d) adding the following as a new Bye-law 76A immediately after Bye-law 76:

“76A. Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

- (e) deleting the existing Bye-law 84A and substituting therefor the following new Bye-law 84A:

“84A. If a clearing house (or its nominee(s)) is a Member, it may authorise such person as it thinks fit to act as its representative or, if permitted by the Act, such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual Member, including the right to vote individually on a show of hands notwithstanding the provisions of Bye-law 66.”;

- (f) deleting the existing Bye-law 89 and substituting therefor the following new Bye-law 89:

“89. No person other than a Director retiring at a meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless not less

- (d) 於緊接公司細則第 76 條後加入下述之新公司細則第 76A 條：

「76A. 根據上市規則，倘任何股東必須就任何個別決議案放棄投票，或受限制只可投票贊成或反對任何特定決議案，則在違反該規定或限制之情況下由該股東作出或代表該股東作出之投票，均不會獲點算。」；

- (e) 刪除現有之公司細則第 84A 條，並以下述之新公司細則第 84A 條代替：

「84A. 儘管公司細則第 66 條有所規定，身為結算所（或其代名人）之股東可授權其認為合適之一位或（如公司法准許）多位人士於本公司任何會議或任何類別股東之任何會議出任其代表，惟倘授權一位以上之人士，授權書必須列明獲授權之該等人士各自所代表之股份數目及類別。按照此一公司細則之規定獲授權之人士將有權代表該結算所（或其代名人）行使該結算所（或其代名人）猶如其為本公司個人股東而可行使之相同權力，包括有權於舉手表決時個別投票。」；

- (f) 刪除現有之公司細則第 89 條，並以下述之新公司細則第 89 條代替：

「89. 除非任何合資格出席及於股東大會上投票之股東於該股東大會指定舉行日期最少完整七 (7) 天

than seven (7) clear days before the date appointed for the meeting there shall have been lodged at the Office or at the Registration Office notice in writing signed by some Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The period for lodgment of the notice required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting, provided that such period shall be at least seven (7) days.”;

- (g) deleting the existing Bye-law 104(1) and substituting therefor the following new Bye-law 104(1):

“104.(1) Save as otherwise provided by these Bye-laws, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is to the knowledge of such Director materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

前向本公司辦事處或註冊辦事處呈交表示其有意提名退任董事以外之任何人士（不能是其本人）膺選董事之已簽署書面通知連同獲提名人士簽署表示願意膺選之書面通知，否則除獲董事推薦外，任何人士（於會議上退任之董事除外）均不得於股東大會上膺選董事。按照此一公司細則呈交該等通知之期間為發出指定進行董事選舉之股東大會通告發出後翌日起至該股東大會日期前七(7)日，惟該段期間不得短於七(7)日。」

- (g) 刪除現有之公司細則第104(1)條，並以下述之新公司細則第104(1)條代替：

「104.(1) 除公司細則另有規定外，董事無權就批准該董事或其任何聯繫人（據該董事所知）擁有重大利益之任何合約或安排或任何其他建議之任何董事會決議案投票，亦不得計入考慮該合約或安排或任何其他建議之會議法定出席人數，但此限制並不適用於以下事宜：

- (i) (a) 向為本公司或其任何附屬公司的利益或應本公司或其任何附屬公司之要求借出款項或作出承擔之董事或其聯繫人提供任何抵押或賠償保證；

- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (b) 就董事或其聯繫人本身單獨或共同提供全部或部份擔保或賠償保證或提供抵押的本公司或其任何附屬公司的負債或承擔向第三者提供任何抵押或賠償保證；
- (ii) 任何有關提呈發售或有關由本公司提呈發售發行或其創立或擁有權益的任何其他公司的股份或債券或其他證券以供認購或購買而董事或其聯繫人參與或將會參與發售建議的包銷或分包銷的任何建議；
- (iii) 任何有關董事或其聯繫人直接或間接在其中擁有權益（不論以高級職員或行政人員或股東身份）或董事或其聯繫人在其中實益擁有股份（惟董事及其任何聯繫人等並非在其中（或其藉以獲得有關權益的任何第三間公司）實益合共擁有任何類別已發行股份或投票權的5%或以上）的任何其他公司的建議；
- (iv) 任何有關本公司或其附屬公司僱員利益的建議或安排，包括：

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| <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or</p> | <p>(a) 採納、修訂或實施任何董事或其聯繫人可從中受惠的僱員股份計劃或任何股份獎勵或優先認股計劃；或</p> |
| <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> | <p>(b) 採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人及僱員有關的公積金或退休金、死亡或傷殘津貼計劃，而其中並無給予董事或其聯繫人任何與該計劃或基金有關的人士一般未獲賦予之特權或利益；及</p> |
| <p>(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”;</p> | <p>(v) 任何董事或其聯繫人只因其在本公司股份或債券或其他證券擁有的權益而與本公司股份或債券或其他證券的其他持有人以同一方式在其中擁有權益的合約或安排。”;</p> |
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| <p>(h) deleting the existing Bye-law 104(2) and substituting therefor the following new Bye-law 104(2):</p> <p>“104.(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly)</p> | <p>(h) 刪除現有之公司細則第104(2)條，並以下述之新公司細則第104(2)條代替：</p> <p>「104.(2) 假如及只要董事及／或其聯繫人（直接或間接）實益持有一間公司任何類別股本或該公司股東投票權百分之五</p> |
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is/are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as an unit holder.”;

(5%)或以上，該公司即視為該董事及／或其聯繫人擁有百分之五(5%)或以上之公司。就本段而言，董事或其聯繫人以被動或保管受託人身份持有而彼或彼等任何人士在當中並無實際權益之股份，及董事或其聯繫人在當中享有之權益乃屬復歸或剩餘性質而有其他人可自其獲得收入之信託所包含之股份，及董事或其聯繫人僅以單位持有人形式擁有權益之認可單位信託計劃所包含之股份不計算在內。」

- (i) deleting the existing Bye-law 104(3) and substituting therefor the following new Bye-law 104(3):

- (i) 刪除現有之公司細則第104(3)條，並以下述之新公司細則第104(3)條代替：

“104.(3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.”; and

「104.(3) 當董事或其聯繫人持有百分之五(5%)或以上之公司於某項交易擁有重大利益，則該董事視為於該項交易擁有重大利益。」及

- (j) deleting the existing Bye-law 104(4) and substituting therefor the following new Bye-law 104(4):

- (j) 刪除現有之公司細則第104(4)條，並以下述之新公司細則第104(4)條代替：

“104.(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s)

「104.(4) 倘任何董事會會議對董事(會議主席除外)或其聯繫人之權益之重大程度或任何董事(主席除外)是否有權投票有任何疑問，而該等疑問並無因其自願同意放棄投票而得以解決，則該等疑問應由會議主席決定，而其對該其他董事或其聯繫人之裁決應為終局及定論，惟倘有關董事或據該董事所知其

concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board.”;

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-laws.”

8. To transact any other business.

By Order of the Board
Hong, Ka-kei
Company Secretary

Hong Kong, 19th March, 2004

Notes:

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited at the Company's principal office in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
3. With respect to the resolution set out in resolution no. 4 of the notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to purchase shares of the Company.

聯繫人之權益之性質或程度仍未公允披露予董事會則除外。倘上述之疑問乃與會議主席有關，該等疑問應以董事會決議案決定（就此而言，該主席不得對該決議案投票），而決議案應為終局及定論，惟倘該主席或據該主席所知其聯繫人之權益之性質或程度仍未公允披露予董事會則除外。」

及動議授權本公司任何董事代表本公司採取其全權酌情認為合適之進一步行動，以實行上述現有公司細則之修訂。」

八、處理其他事項。

承董事會命
公司秘書
康家驥

香港，二零零四年三月十九日

附註：

- 一、凡有權出席本大會並投票之股東，均可委派另一人作為其代表出席，並代其投票。受委代表毋須為本公司股東。
- 二、按指定格式擬備之代表委任表格連同簽署人之授權書或其他授權文件（如有）或經公證人證明之有關副本，須於大會或其任何續會指定舉行時間四十八小時前送達本公司主要辦事處，地址為香港灣仔告士打道三十八號美國萬通大廈二十六樓，方為有效。
- 三、載於本通告第四項之決議案旨在徵求股東批准給予董事會一般授權，以購回本公司之股份。

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

4. With respect to the resolutions set out in resolution nos. 5 and 6 of the notice, approval is being sought from Shareholders for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
5. An explanatory statement containing the information with respect to the resolutions set out in resolution nos. 4 to 7 of the notice of the Meeting will be sent to the Shareholders together with the Annual Report for the period ended 31st December, 2003.

四、載於本通告第五及第六項之決議案旨在徵求股東批准給予董事會一般授權，以根據香港聯合交易所有限公司證券上市規則配發、發行及處理本公司股份。

五、一份載有大會通告第四至第七項決議案有關資料之說明函件，將連同截至二零零三年十二月三十一日止期間之年報寄予股東。