

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the Company will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 19 May 2004 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2003;
2. To re-elect directors and authorise the Board to fix their remuneration;
3. To re-appoint the auditors, Deloitte Touche Tohmatsu, and to authorise the Board to fix their remuneration; and
4. As special business to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, dispose of or otherwise deal with additional shares in the capital of the Company, to allot, issue or grant securities convertible or exchangeable into shares, options, warrants or similar rights to subscribe for or acquire shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;

茲通告本公司謹訂於二零零四年五月十九日星期三上午十時三十分假座香港金鐘道88號太古廣場港麗酒店七樓金利廳舉行股東週年大會（「大會」），藉以處理下列事項：

1. 省覽截至二零零三年十二月三十一日止年度之經審核財務報表、董事會報告與核數師報告；
2. 重選董事並授權董事會釐定董事酬金；
3. 續聘德勤•關黃陳方會計師行為核數師，並授權董事會釐定其酬金；及
4. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「動議：

- (a) 在本決議案(c)段之規限下，謹此一般及無條件批准董事於有關期間（定義見下文）行使本公司一切權力，以配發、發行、出售或處理本公司股本中之額外股份，及配發、發行或授出可兌換或轉換為股份之證券或購股權、認股權證或可認購或購入股份或該等可兌換或轉換證券之類似權利，並作出或授予可能須行使該等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述批准將授權董事於有關期間，作出或授予在有關期間結束後可能須行使該等權力之售股建議、協議、購股權及兌換或轉換權；

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- (c) the aggregate nominal amount of share capital to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of the subscription rights under options granted under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any eligible participants of shares or rights to acquire shares of the Company; or
- (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% 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 in paragraph (a) shall be limited accordingly;

- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier 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 by the Company's articles of association to be held; and

- (c) 董事根據本決議案(a)段所述批准，配發、發行或處理或同意有條件或無條件配發、發行或處理（不論根據購股權或其他方式）之股本總面值，不得超過本決議案獲通過當日本公司已發行股本總面值20%，惟根據下述配發者除外：

- (i) 供股（定義見下文）；
- (ii) 行使本公司當時就其向本公司及／或其任何附屬公司之高級職員及／或僱員或任何合資格參與者授出或發行股份或購入本公司股份之權利而採納之任何購股權計劃或類似安排所授出之購股權所附認購權；或
- (iii) 任何以股代息計劃或根據本公司之公司組織章程細則規定配發及發行股份以代替全部或部分本公司股份股息之類似安排，

而(a)段所述批准亦須受此限制：

- (d) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列最早時限止期間：
- (i) 本公司下屆股東週年大會結束；
 - (ii) 法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及

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

and "Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of Members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. As special business to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own securities on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案授出之權力；

「供股」乃指董事於指定期間內，向於指定記錄日期名列股東名冊之本公司股份持有人，按彼等當時持有股份之比例提呈發售本公司股份，惟董事有權就零碎股權或經考慮任何適用於本公司之地區的法例或該等地區任何認可監管機關或證券交易所規定之任何限制或責任後，作出其認為必需或權宜之豁免或其他安排。」

5. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「動議：

- (a) 在本決議案(b)段規限下，謹此一般及無條件批准董事於有關期間（定義見下文）內，受制於及根據所有適用法例及聯交所或任何其他證券交易所不時修訂之證券上市規則規定，行使本公司一切權力，在聯交所或本公司證券可能上市且經證券及期貨事務監察委員會與聯交所就此認可之其他證券交易所購回本公司之證券；
- (b) 本公司根據上文(a)段之批准所購回本公司股份總面值，不得超過於本決議案獲通過當日本公司已發行股本總面值10%，而上述批准亦須受此數額限制；

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- (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier 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 by the Company's articles of association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."
6. As special business to consider and, if thought fit, pass the following ordinary resolution:

ORDINARY RESOLUTION

"**THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in this notice convening the Meeting, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution."

- (c) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列最早時限止期間：
- (i) 本公司下屆股東週年大會結束；
 - (ii) 法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及
 - (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案授出之權力。」
6. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「**動議**待召開本大會通告所載第4及5項普通決議案獲通過後，謹此增加及擴大董事根據及按照第4項普通決議案獲授之授權而可能配發、發行或處理或同意有條件或無條件配發、發行或處理之本公司股本總面值，於當中加入本公司根據及按照第5項普通決議案獲授之授權自該項購回授權授出起購回之本公司股本總面值，惟該數額不得超過於本決議案獲通過當日本公司已發行股本總面值10%。」

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7. As special business to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

"**THAT** the existing articles of association of the Company be and are hereby amended as follows:

- (a) by inserting the following new definition of "associate" in Article 2:

"associate" the meaning attributed to it in the rules of the Designated Stock Exchange.

- (b) by re-numbering existing Article 76 as Article 76(1) and inserting the following as new Article 76(2):

"(2) Where any Member is, under the rules of the Designated Stock Exchange, 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."

- (c) by deleting the words "not less than seven (7) clear days but not more than fourteen (14) clear days before the date of the general meeting" in the last sentence of Article 88 and substituting therefor the following:

"provided that the minimum length of the period, during which such Notice(s) may be given, shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting"

7. 作為特別事項，考慮及酌情通過下列特別決議案：

特別決議案

「**動議**本公司現有公司組織章程細則謹此修訂如下：

- (a) 於細則第2條加入以下「聯繫人士」之新釋義：

「聯繫人士」指 指定證券交易所之規則所賦予涵義。

- (b) 將現有細則第76條重新編序為第76(1)條，並加入下列新訂細則第76(2)條：

「(2) 倘任何股東須根據指定證券交易所之規則放棄就任何特定決議案投票，或受限制僅可投票贊成或反對任何特定決議案，任何由該名股東或其代表作出的投票如有違該等規定或限制將不計算在內。」

- (c) 刪除細則第88條最後一句「不少於股東大會舉行日期前足七(7)日，但不超過足十四(14)日」之字眼，並以下列條文取代：

「惟發出該等通知之最短期間最少須為七(7)天，而遞交該等通知之期間不得早於發出有關進行該項選舉之股東大會通告之日翌日前開始，亦不得遲於該股東大會舉行日期前七(7)天結束」

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- (d) by deleting the existing Article 103 in its entirety and substituting therefor the following:

"103.(1) 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 associate(s) is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (d) 刪除現有細則第103條全文，並以下列條文取代：

「103.(1) 董事不得就批准彼或彼任何聯繫人士擁有重大權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（或計入法定人數），但該項禁制不適用於下列任何事項：

- (i) 就該董事或彼任何聯繫人士應本公司或其任何附屬公司之要求或就本公司或其任何附屬公司之利益借出款項或引致或承擔之責任，而向該名董事或其聯繫人士作出之任何擔保或彌償保證之任何合約或安排；
- (ii) 就本公司或其任何附屬公司之債務或責任向第三方作出任何擔保或彌償保證所訂立之任何合約或安排，而董事或彼之聯繫人士已根據一項擔保或彌償保證或提供抵押而個別或共同承擔全部或部分責任；

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- (iii) any contract or arrangement 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;
- (iv) 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 or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any contract or arrangement 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 a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associate(s) is derived); or
- (iii) 涉及發售本公司或本公司可能發起或持有權益之任何其他公司之股份或債券或其他證券或由該等公司提呈發售以供認購或購買之任何合約或安排，而董事或彼之聯繫人士在發售建議之包銷或分包銷中以參與者身分擁有權益；
- (iv) 董事或彼之聯繫人士僅因其於本公司或其任何附屬公司股份或債券或其他證券所擁有之權益，按與本公司之股份或債券或其他證券之持有人相同之方式擁有權益之任何合約或安排；
- (v) 涉及任何董事或彼之聯繫人士僅因作為高級職員或行政人員或股東而直接或間接擁有權益之任何其他公司之任何合約或安排，除董事及／或彼之聯繫人士實益擁有該公司（或彼或彼任何聯繫人士透過其獲得該等權益之任何第三方公司）百分之五(5%)或以上已發行股份或任何類別股份投票權以外；或

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- (vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate (s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associate (s) (either directly or indirectly) 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 (or of any third company through which his/their interest or that of any of his associate(s) is derived). 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 or them has 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 authorized unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (vi) 有關採納、修訂或實行與本公司或其任何附屬公司之董事、彼之聯繫人士及僱員有關之購股權計劃、退休金或退休、身故或殘疾福利計劃或其他安排，而該等計劃或安排並無給予任何董事或彼之聯繫人士根據有關計劃或基金未有賦予僱員之任何特權或利益之任何建議。
- (2) 只要（及僅只要）董事及／或彼之聯繫人士直接或間接持有或實益擁有有關公司（或彼或彼任何聯繫人士透過其獲得該等權益之第三方公司）任何類別股本或該公司股東所獲投票權百分之五(5%)或以上權益，該公司將被視作由董事及／或彼之聯繫人士擁有百分之五(5%)或以上權益。就本段而言，不包括任何董事或彼之聯繫人士作為被動或託管信託人持有而彼等並無實益權益之股份、任何組成信託而董事或彼之聯繫人士之權益屬複歸或剩餘權益而只要若干其他人士有權收取有關收入之股份，及任何組成認可信託單位計劃而董事或彼之聯繫人士僅因作為單位持有人而持有權益之股份，以及任何並無附有股東大會投票權，且股息及股本回報限制繁多之股份。

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

(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 shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) 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 as known to such chairman has not been fairly disclosed to the Board."

(3) 倘一間公司於一項交易中擁有重大權益，而一名董事及／或彼任何聯繫人士於該公司持有百分之五(5%)或以上之權益，則該董事及／或彼之聯繫人士亦將被視為於該項交易中擁有重大權益。

(4) 如於任何董事會會議上出現有關董事(會議主席除外)或彼之聯繫人士權益之重大性或有關任何董事(主席除外)之投票資格之任何問題，而該問題未能透過彼自願同意放棄投票而獲解決，則該問題須提呈會議主席，而彼就該董事所作決定須為最終定論，惟倘據該董事所知該董事之權益性質或程度並未向董事會公平披露者則作別論。倘上述任何問題關乎會議主席，則該問題須由董事會決議案決定(該主席不得就此投票)，而該決議案須為最終定論，惟倘據該主席所知該主席之權益性質或程度並未向董事會公平披露者則作別論。]

By order of the Board
Wallace Cheung
Company Secretary

承董事會命
公司秘書
張應坤

15 April 2004

二零零四年四月十五日

Notice of Annual General Meeting

股東週年大會通告

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxy forms must be deposited with the Company's Branch Share Registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
2. The register of members of the Company will be closed from Monday, 17 May 2004 to Wednesday, 19 May 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the Meeting convened by the above, all share certificates with completed transfer forms must be lodged with the Company's Hong Kong Branch Registrar, Hong Kong Registrars Limited at the above address not later than 4:00 p.m. on Friday, 14 May 2004.
3. A Circular containing further details regarding the resolutions numbered 4 to 7 will be sent to shareholders together with the Company's Annual Report.

附註:

1. 凡有權出席大會及於會上投票表決之股東均有權委派一名或以上受委代表出席，並代其投票。受委代表毋須為本公司股東。代表委任表格最遲須於大會或其續會指定舉行時間48小時前送達本公司之股份過戶登記處香港分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心19樓1901-5室。
2. 本公司將於二零零四年五月十七日星期一至二零零四年五月十九日星期三（包括首尾兩日）暫停辦理股東名冊登記，期間不會辦理任何股份過戶登記手續。為符合資格出席上述召開之大會，所有股票連同填妥之過戶表格最遲須於二零零四年五月十四日星期五下午四時正前送達本公司之股份過戶登記處香港分處香港證券登記有限公司，地址同上。
3. 載列有關第4至7項決議案詳情之通函將隨附本公司年報寄發予股東。