

Notice of Annual General Meeting 股東週年大會通告

Notice is hereby given that the Annual General Meeting of WellNet Holdings Limited (the "Company") will be held at Renaissance Harbour View Hotel, 8/F., Concord Rooms 2 & 3, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 May 2001 at 2:30 p.m. for the following purposes:

1. To receive the Audited Financial Statements of the Company and the Reports of the Directors and Auditors for the year ended 31 December 2000.
2. To re-elect retiring Directors.
3. To fix the remuneration of Directors.
4. To re-appoint Arthur Andersen & Co as the Auditors and authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

"THAT the maximum number of Directors be fixed at fourteen and that the Directors be authorised to appoint Directors up to such maximum number in addition to those in office at the close of the 2001 Annual General Meeting."

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

"THAT:

- (i) the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to purchase issued shares HK\$0.10 each in the capital of the Company ("Shares"), subject to paragraph (ii) below, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which may be purchased by the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. 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;

茲通告WellNet Holdings Limited (創新發展集團有限公司) (「本公司」) 謹訂於二零零一年五月二十八日星期一下午二時半假座香港灣仔港灣道1號萬麗海景酒店八樓海景2及3廳，召開股東週年大會，討論下列事項：

- 一、 省覽本公司截至二零零零年十二月三十一日止年度之經審核財務報表與董事局及核數師報告。
- 二、 重選行將告退之董事。
- 三、 釐定董事之酬金。
- 四、 重新聘任安達信公司為核數師，並授權董事局釐定其酬金。
- 五、 考慮並酌情通過（無論有否作出修訂）下列以特別事項方式提呈之決議案為普通決議案：

普通決議案

「動議 將董事人數上限定為十四人，並授權董事局，除於二零零一年度股東週年大會結束時仍在任之董事以外，可委任額外董事，惟董事人數按上述人數為限。」

- 六、 考慮並酌情通過（無論有否作出修訂）下列以特別事項方式提呈之決議案為普通決議案：

普通決議案

「動議：

- (i) 在下文(ii)段之規限下，一般及無條件批准董事局於有關期間（定義見本決議案下文）內行使本公司所有權力以購回本公司已發行股本中每股港幣0.10元之股份（「股份」）；
- (ii) 本公司根據上文(i)段之批准在香港聯合交易所有限公司（「聯交所」）或香港證券及期貨事務監察委員會及聯交所按香港股份購回守則認可之任何其他證券交易所購回之本公司股份面值總額不得超過於本決議案獲通過當日本公司之已發行股本面值總額之10%，而上述批准亦須受此數額限制；

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| <p>(iii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined below) to procure the Company to purchase its Shares at such prices as the Directors at their discretion may determine; and</p> | <p>(iii) 上述第(i)段之批准將會附加於其他給予董事局之授權及授權董事局代表本公司於有關期間(定義見下文)按董事局決定之價格購回股份;及</p> |
| <p>(iv) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company;</p> <p>(b) 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 the Companies Act 1981 of Bermuda (as amended) to be held; and</p> <p>(c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."</p> | <p>(iv) 就本決議案而言,「有關期間」乃指由本決議案獲通過當日起至下列三者最早之日期止之期間:</p> <p>(a) 本公司下屆股東週年大會結束時;</p> <p>(b) 根據本公司之公司章程細則或一九八一年百慕達公司法(已修訂)規定本公司須召開下屆股東週年大會之期限屆滿;及</p> <p>(c) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案下之授權。」</p> |
| <p>7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:</p> | <p>七、考慮並酌情通過(無論有否作出修訂)下列以特別事項方式提呈之決議案為普通決議案:</p> |

ORDINARY RESOLUTION

普通決議案

"THAT:

「動議:

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| <p>(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue or deal with additional shares in the share capital of the Company 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;</p> | <p>(i) 受制於下文(iii)段之規限,一般及無條件批准董事局於有關期間(定義見本決議案下文)行使本公司所有權力以配發、發行或處理本公司股本中之額外股份,以及提出或授予或有需要行使該項權力之建議、協議及購股權;</p> |
| <p>(ii) the approval in paragraph (i) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;</p> | <p>(ii) 上文(i)段所述之批准將會附加於其他給予董事局之授權及授權董事局於有關期間內提出或授予或有需要於有關期間結束後始行使該項權力之建議、協議及購股權;</p> |
| <p>(iii) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in</p> | <p>(iii) 董事局依據上文(i)段所載批准而配發、發行或處理或有條件或無條件同意配發或發行或處理(不論是否依據購股權或以其他方式)之股本面值總額(但不包括(a)配售新股(定義見本</p> |

paragraph (i), otherwise than pursuant to (a) a Rights Issue (as hereinafter defined in this Resolution), (b) 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 of shares or rights to acquire shares of the Company, (c) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company or (d) any scrip dividend or similar 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 share capital of the Company in issue at the date of passing this Resolution and the approval in paragraph (i) shall be limited accordingly;

- (iv) For the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) 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 the Companies Act 1981 of Bermuda (as amended) to be held; and
 - (c) the revocation or variation of the approval given by this Resolution by 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 of the Company on a fixed record date in proportion to their then holdings of such shares (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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

決議案下文)；(b)依據本公司於當時已經採納之任何購股權計劃或其他相類安排而授予或發行本公司股份或購股權予本公司及／或其任何附屬公司高級職員及／或僱員；(c)依據本公司發行之任何認股權證或可換股債券或任何可轉換為本公司股份之證券之條款而行使認購權或轉換權；或(d)依據本公司之公司章程細則作出配發股份以代替本公司股份全部或部份股息之以股代息或類似安排)不得超過於本決議案通過當日日本公司已發行股本面值總額之20%，而上文(i)段所載之批准亦須受此數額限制；

- (iv) 就本決議案而言，「有關期間」乃指由本決議案獲通過當日起至下列三者最早之日期止之期間：
- (a) 本公司下屆股東週年大會結束時；
 - (b) 根據本公司之公司章程細則或一九八一年百慕達公司法（已修訂）規定本公司須召開下屆股東週年大會之期限屆滿；及
 - (c) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案下之授權；及

「配售新股」乃指董事局於所定期間內根據於某一指定記錄日期名列本公司股東名冊之股東持股比例向彼等提出之股份配售建議（惟董事局有權就零碎股權或香港以外任何地區之法律限制或責任或任何認可管制機構或任何證券交易所之規定，作出其認為必要或權宜之豁免或其他安排）。

8. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

"THAT conditional upon the passing of Resolutions numbered 6 and 7 set out in the notice of annual general meeting dated 18 April 2001, the aggregate nominal amount of the shares of the Company that the Directors may allot, issue or deal with additional shares and to make or grant offers, agreements and options under the general mandate granted to the Directors pursuant to such Resolution numbered 7 be and is hereby increased by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company pursuant to and in accordance with Resolution numbered 6, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution."

9. To transact any other business of the Company.

By Order of the Board
NG Lai Ping, Grace
Company Secretary

Hong Kong, 18 April 2001

Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company. In the event that a member appoints more than one proxy, on a show of hands, all such proxies shall collectively have one vote unless otherwise provided for in the Bye-laws of the Company.
- (2) A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the principal office of the Company at 14th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the meeting. Completion and deposit of the form of proxy will not preclude a member from attending and voting in person.
- (3) If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.

- 八、考慮並酌情通過（無論有否作出修訂）下列以特別事項方式提呈之決議案為普通決議案：

普通決議案

「動議待日期為二零零一年四月十八日股東週年大會通告所載之第六項及第七項決議案獲通過，擴大根據第七項決議案授予董事局配發、發行或處理額外股份及提出或授予或需要行使該項權力之協議之建議、協議及購股權之一般授權下股本面值總額，以加上本公司依據第六項決議案所述之授權而購回之本公司股本面值總額，惟此數額不得超過本決議案獲通過之日本公司已發行股本面值總額之10%。」

- 九、處理本公司其他事項。

承董事局命
 公司秘書
吳麗屏

香港，二零零一年四月十八日

附註：

- 一、凡有權出席股東週年大會及於會上投票之本公司股東均可委派一位或以上代表出席，並代為投票。所委任之代表毋須為本公司股東。倘若股東委任一位以上的代表，則於舉手投票時，所有代表只可共投一票，除非本公司之公司章程細則另有規定。
- 二、隨附股東週年大會適用之代表委任表格。代表委任表格連同簽署人之授權書或其他授權文件（如有）或由公證人簽署證明之該等文件副本，須儘快及於任何情形下不得遲於大會指定舉行時間四十八小時前送達本公司之總辦事處，地址為香港灣仔港灣道1號會議展覽廣場辦公大樓14樓，方為有效。股東填交代委任表格後，屆時仍可親自出席股東週年大會及於會上投票。
- 三、倘股份由兩位或以上人士聯名持有，則在投票表決時，若排名較先之聯名持有人已投票（不論親身或委派代表），其他聯名持有人概無權投票；就此而言，排名先後按本公司之股東名冊所載就有關股份之聯名持有之次序決定。