

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of the Company will be held at Units 625-676, 6/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on 21st September, 2001 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 31st March, 2001.
2. To re-elect retiring directors and authorise the board of directors to fix their remuneration.
3. To appoint auditors and authorise the board of directors to fix their remuneration.
4. As Special Business, to consider and, if thought fit pass with or without amendments, the following resolutions as Ordinary Resolution:

(A) **“THAT:**

- (i) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company, including making and granting offers, agreements and options which would or might require shares to be allotted, issued or dealt with whether during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (a) a Rights Issue; or (b) the exercise of subscription or conversion under the terms of any warrants issued by the Company or any securities which can be converted into shares of the Company and from time to time outstanding; or (c) any option scheme or similar arrangement 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, the nominal value of additional shares allotted, issued or dealt with (including the nominal value of shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an

**茲通告**本公司將於二零零一年九月二十一日上午十時三十分在香港九龍九龍灣展貿徑一號國際展貿中心六樓625-676室舉行股東週年大會，以討論下列事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核財政報告、董事會及核數師報告書。
2. 重選退任董事並授權董事會釐定其酬金。
3. 委任核數師並授權董事會釐定其酬金。
4. 作為特別事項考慮並酌情通過(不論修訂與否)下列決議案為普通決議案：

(A) **「動議：**

- (i) 一般及無條件授權本公司董事會在有關期間行使本公司一切權力以配發、發行及處置本公司股本中之新增股份，包括訂立或授予售股建議、協議及認購權，將或需在有關期間或有關期間以後配發、發行或處置股份，惟因(a)配售新股；(b)根據本公司不時發行而尚未行使之任何認股權證或可轉換為本公司股份之任何證券之條款而行使認購權或換股權；或(c)目前已採納之任何認股權計劃或類似安排，以向本公司及／或其任何附屬公司之高級職員及／或僱員授予或發行股份或購買本公司股份之權利除外；須予配發、發行及處置之新增股份面值(包括有條件或無條件同意根據認購權與否而配發、發行或處理之

option or otherwise) shall not in aggregate exceed 20% of the nominal amount of the share capital of the Company in issue and authorised to be issued at the date of this Resolution;

股份面值)不得超過本決議案日期之本公司已發行股本面值之20%；

(ii) for the purposes of this Resolution:

(ii) 就本決議案而言：

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

「有關期間」指由本決議案通過之日起至下列較早日期為止之期間：

- (a) the conclusion of the next Annual General Meeting of the Company; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable law of Bermuda or the By-laws of the Company to be held; or
- (c) the revocation or variation of the authority given under this Resolution by way of ordinary resolution of the shareholders of the Company in general meeting; and

- (a) 本公司下屆股東週年大會結束時；或
- (b) 任何百慕達適用法例或本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之日；或
- (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所給予之授權；及

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company made to holders of shares 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 board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong);

「配售新股」指在本公司董事會指定之期間，向於指定紀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（惟本公司董事會有權就零碎股份或香港或香港以外地區之法律或任何認可監管機構或證券交易所規定之任何限制或責任而必須或權宜取消若干股東在此方面之權利或另作安排）；

(B) “**THAT:**

(B) 「**動議：**

- (i) the exercise by the board of directors of the Company during the Relevant Period of all power of the Company to purchase shares of HK\$0.10 each in the capital of the Company, be and is hereby generally and unconditionally approved;

- (i) 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購回本公司股本中每股面值0.10港元之股份；

- (ii) the aggregate nominal amount of the shares to be purchased 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 this Resolution and the said approval shall be limited accordingly;
- (iii) 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; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable law of Bermuda or the By-laws of the Company to be held; or
- (c) the revocation or variation of the authority given under this Resolution by way of ordinary resolution of the shareholders of the Company in general meeting;
- (C) **“THAT** subject to the passing of Resolutions Nos. 4A and 4B as set out in the Notice convening this Meeting:
- Powers be given to the board of directors of the Company to add the number of shares, purchased by the Company in accordance with the general mandate given pursuant to Resolution 4B set out in the Notice convening this Meeting to the 20% general mandate given pursuant to Resolution 4A set out in such Notice.”
- (ii) 根據上文(i)段之批准而購回之股份面值總額不得超過本公司於決議案日期已發行股本面值總額之10%，而該項批准亦須受此數額限制；
- (iii) 就本決議案而言：
- 「有關期間」指於本決議案通過之日至下列較早日期為止之期間：
- (a) 本公司下屆股東週年大會結束時；或
- (b) 任何百慕達適用法例或本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之日；或
- (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所給予之授權；
- (C) 「**動議**在通過召開本大會通告載列的第4A及4B項決議案後：
- 授權本公司董事會就根據召開股東大會通告第4A項決議案授出可發行20%新股份之一般性授權，加上本公司根據該通告第4B項決議案所賦予之一般性授權規定可購回股份之數目。」

By Order of the Board  
**Lee Sung Kit**  
 Company Secretary

承董事會命  
 公司秘書  
**李崇潔**

Hong Kong, 26th July, 2001

香港，二零零一年七月二十六日

Registered Office:  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

Head Office:  
Units 625-676, 6/F  
Hongkong International Trade  
& Exhibition Centre,  
1 Trademart Drive, Kowloon Bay,  
Kowloon, Hong Kong.

註冊辦事處：  
Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

主要辦事處：  
香港九龍  
九龍灣展貿徑一號  
國際展貿中心六樓  
625-676室

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority must be deposited at the Company's head office at Units 625-676, 6/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
4. With regard to the Ordinary Resolutions set out as resolutions 4A, 4B and 4C above, approval is being sought from the members as a general mandate to (a) allot shares of the Company and (b) repurchase shares of the Company in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The board of directors wishes to state that it has no immediate plans to issue any new shares of the Company or repurchase any shares of the Company pursuant to such mandate.
5. The register of members will be closed from 14th September, 2001 to 20th September, 2001, both days inclusive. In order to qualify for attending the forthcoming Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch Registrars in Hong Kong, Tengis Limited of 401 Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on 13th September, 2001.

附註：

- (1) 每位有權出席上述會議及投票之股東，可委任一位或以上之代表出席大會及代其投票。受委任代表毋須為本公司股東。
- (2) 如屬聯名股東，則任何一位親身出席或委派代表出席大會之聯名股東均可就其股份在會上投票，猶如可單獨全權投票，惟如超過一位上述聯名股東親身或委派代表出席大會，則祇有在股東名冊排名首位之聯名股東可就其股份投票。
- (3) 代表委任表格連同(如有)已簽署之授權或其他授權文件，或其公證人簽署證明之授權書或授權文件副本或正式副本，須於大會或其續會指定舉行時間四十八小時前交回本公司之主要辦事處，地址 香港九龍九龍灣展貿徑一號國際展貿中心六樓625-676室。
- (4) 關於上文作為普通決議案的第4A、4B及4C項決議案，現正向股東尋求批准作一般性授權，以遵照香港聯合交易所有限公司證券上市規則，(a)配發本公司股份及(b)根據香港聯合交易所有限公司證券上市規則購回本公司之股份。董事會謹此聲明並無即時計劃根據該等授權發行本公司任何新股或購回本公司任何股份。
- (5) 本公司將由二零零一年九月十四日至二零零一年九月二十日(包括首尾兩日)，暫停辦理股份登記及股東登記。股東如欲享有出席將舉行之股東週年大會資格上所批准之末期股息，則一切過戶文件連同有關之股票須於二零零一年九月十三日下午四時前，送交本公司在香港之股份過戶登記分處登捷時有限公司，地址 香港中環夏慤道10號和記大廈401室。