

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

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 16th August, 2001 at 11:00 a.m. for the purpose of transacting the following business:

## As ordinary business

1. to receive and consider the Reports of the Directors and Auditors and the Statement of Accounts for the year ended 31st March, 2001;
2. to re-elect Directors and to authorise the Directors to fix the Directors' remuneration for the ensuing year;
3. to re-appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration;

## As special business

4. to consider, and if thought fit, pass the following ordinary resolutions with or without amendments:
  - A. "THAT:
    - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant period of all the powers of the

茲通告本公司謹訂於二零零一年八月十六日(星期四)上午十一時正假座香港新界將軍澳將軍澳工業邨駿光街3號1樓會議廳召開股東週年大會,以便處理下列事項:

## 一般事項

1. 省覽截至二零零一年三月三十一日止年度之董事會及核數師報告書及財務報告;
2. 重選董事,並授權董事會釐定董事來年度之酬金;
3. 續聘羅兵咸永道會計師事務所為核數師及授權董事會以釐定其酬金;

## 特別事項

4. 考慮並酌情在須加修訂或毋須修訂之情況下通過以下普通決議案:
  - A. 「動議:
    - (a) 在(b)段之限制下,一般性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及發行本公司股

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Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants and securities convertible or exercisable into shares of the Company, which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;

- (b) 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 in paragraph (a), otherwise than pursuant to:
- (i) a Rights Issue;
  - (ii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company; or
  - (iii) 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

本中之額外股份，並批准本公司董事會訂立或授予須於有關期間內或屆滿後行使該權力之售股建議、協議及認購權（包括認股權證及可兌換或行使為本公司股份之證券）；

- (b) 本公司董事會依據(a)段批准配發或有條件或無條件同意配發（不論其為依據認購權所配發與否）之股本面值總額，除按照：
- (i) 配售股份；
  - (ii) 根據任何附有可換取本公司股份之證券之條款行使換股權；或
  - (iii) 當時所採用以向本公司及／或其附屬公司之行政人員及／或僱員發行本公司股份或授出可購股權利之任何購股權計劃或類似之安排

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shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and this approval shall be limited accordingly; and

(c) 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 to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the Register of Members 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

而發行者外，不得超出於此決議案通過當日本公司已發行股本面值總額之20%，而上述批准亦須受此限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列各項中較早屆滿日期之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依照法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 根據本決議案授出之授權在股東大會上以普通決議案撤銷或修訂之日。

「配售股份」乃指於董事會所指定之一段時間內向在某一規定紀錄日期名列股東名冊之股份持有人，按其持股比例配售股份（惟董事會可就有關零碎配額，或於計及任何於有關區域之法例之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後，認為必須或適宜而取消若干本公司股份持有

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relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”;

B. “THAT:

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares 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 aggregate nominal amount of shares of the Company to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 percent 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;

人在此方面之權利或作出其他安排)。」;

B. 「動議:

- (a) 在(b)段之限制下，一般性及無條件批准本公司董事會依據所有適用法例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，於有關期間內行使本公司一切權力以購回本公司股本中股份；
- (b) 本公司董事會根據(a)段所賦予之批准而購買之本公司股份面值總額，不得超過本公司於此決議案通過當日已發行股本面值總額之10%，而上述批准亦須受此限制；

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(c) 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 to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution in general meeting.” and

C. “**THAT** conditional upon the passing of Resolutions 4A and 4B of the Notice of this Meeting, the general mandate granted under Resolution 4A be extended by adding the aggregate nominal amount of shares purchased by the Company pursuant to Resolution 4B to the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company.”

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列各項中最早屆滿日期之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依照法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 根據本決議案授出之授權在股東大會上以普通決議案撤銷或修訂之日。」及

C. 「**動議**待本大會通告決議案4A及4B獲得通過後，擴大決議案4A所授予之一般授權，將本公司依據決議案4B所購入股份之總面額加入本公司董事會可以配發或有條件或無條件同意配發之股份之總面額內。」

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By Order of the Board  
**Lee Yuen Mei, Janis**  
Company Secretary

Hong Kong, 18th July, 2001

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote for him in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the registered office of the Company at 8 Chun Ying Street, Tseung Kwan O Industrial Estate West, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

承董事會命  
公司秘書  
李婉薇

香港，二零零一年七月十八日

附註：

- (1) 凡有權出席此次大會投票之股東，可委託一位或多位代表人出席及根據本公司之公司組織章程細則之規定代其投票，代表人不必為本公司之股東。
- (2) 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授權書或授權文件之副本，須於大會或其任何續會指定日期時間內四十八小時前交回本公司之註冊辦事處，地址為香港新界將軍澳將軍澳工業邨西駿盈街8號，方為有效。

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| (3) | The Register of Members of the Company will be closed from 14th August, 2001 to 16th August, 2001, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2001 Annual General Meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 13th August, 2001. | (3) | 本公司將於二零零一年八月十四日至二零零一年八月十六日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合資格參加本公司二零零一年股東週年大會及在會上投票,所有過戶文件連同有關股票必須於二零零一年八月十三日下午四時前交回本公司之股份過戶登記處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓。 |
| (4) | An explanatory statement containing further information regarding Resolutions 4A, 4B and 4C will be sent to the shareholders together with the 2001 Annual Report.  | (4) | 載有第4A、4B及4C項決議案之進一步資料之說明函件將連同二零零一年年報寄發予股東。  |