

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 Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 31 May 2002 at 9:30 a.m. for the following purposes:

- (1) To receive and adopt the audited accounts and the reports of the directors and auditors for the year ended 31 December 2001.
- (2) To declare a final dividend.
- (3) To re-elect directors and to fix their remuneration.
- (4) To re-appoint auditors and to authorise the directors to fix their remuneration.
- (5) As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

“(A) THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to repurchase securities on The Stock

本公司謹訂於二零零二年五月三十一日星期五上午九時三十分假座香港灣仔謝斐道238號世紀香港酒店大堂低座宴會廳5號套房舉行股東週年大會討論下列議案：

- (一) 省覽本公司截至二零零一年十二月三十一日止年度經審核賬目與董事會及核數師報告。
- (二) 宣佈派發末期股息。
- (三) 重選董事及釐定董事袍金。
- (四) 重新委聘核數師及授權董事會釐定核數師酬金。
- (五) 作為特別事項，考慮並酌情通過下列決議案（經修訂或未經修訂）為普通決議案：

普通決議案

〔(甲) 動議：

- (a) 在本決議案第(b)段之規限下，一般性及無條件批准董事於有關期間（定義見本決議案第(c)段）內行使本公司之一切權力，在香港聯

Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the securities may be listed and recognised by the Securities and Futures Commission of Hong Kong 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 that 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 securities to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the relevant class of securities of the Company in issue at the date of the passing of this Resolution; and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) for the purpose 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;

合交易所有限公司(「聯交所」)或任何證券可上市及為香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所，購回本公司之證券，惟該等購回須根據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而行使；

- (b) 根據本決議案第(a)段之批准，本公司於有關期間可購回之證券面值總額不得超過本決議案通過當日本公司已發行之該等有關證券類別之面值總額10%，而本決議案第(a)段之批准應以此為限；
- (c) 就本決議案而言：
「有關期間」指本決議案通過當日起至下列三者中最早日期止之期間：
 - (i) 本公司下屆股東週年大會結束之日；

- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable laws 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.”

“(B) THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements or options which might require the exercise of such powers, 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 or options which might require the exercise of such powers after the end of the Relevant Period;

- (ii) 本公司之組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 在本公司股東大會通過普通決議案撤銷或修訂本決議案所授權之日。」

「(乙) 動議：

- (a) 在本決議案第(c)段之限制下，一般性及無條件授權董事於有關期間(定義見本決議案第(d)段)內行使本公司之一切權力，以配發、發行或以其他方式處理額外股份或可兌換股份之證券，或購股權、認股權證或可認購股份之類似權利，及訂立或授予可能須行使該等權力之建議、協議或購股權；
- (b) 本決議案第(a)段之批准將授權董事於有關期間內訂立或授予在有關期間結束後可能須行使該等權力之建議、協議或購股權；

- (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 pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares;
 - (iii) the exercise of 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; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares 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 at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (c) 董事根據本決議案第(a)段之批准所配發或有條件或無條件同意配發(不論是否根據購股權或其他方式配發者)之股本總面值，不得超過本公司於本決議案通過當日之已發行股本總面值之20%，而上述批准須受此數額限制，惟根據以下事項而配發者除外：
- (i) 配售新股(定義見本決議案第(d)段)；
 - (ii) 行使本公司所發行認股權證上附有之認購權，或可兌換股份之證券上附有之換股權；
 - (iii) 行使任何授予本公司及/或其任何附屬公司主管及/或僱員之購股權計劃或類似安排以授出或發行股份或認購股份之權利；及
 - (iv) 根據本公司之組織章程細則，施行以股代息或類似安排而需配發股份以代替全部或部份股息；

(d) for the purpose 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 the Articles of Association of the Company or any applicable laws 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.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer of shares open for a period fixed by the directors to holders of shares whose names appear 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 regards to any restrictions or obligations under the laws of or the requirements of any recognised body or any stock exchange in any territory applicable to the Company).”

(d) 就本決議案而言：

「有關期間」指本決議案通過當日起至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 本公司之組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 在本公司股東大會通過普通決議案撤銷或修訂本決議案所授權之日。

「配售新股」指董事於指定期間內，向在指定記錄日期名列本公司股東名冊上之股份持有人，按其於該日期當時之持股比例配發股份之建議（惟董事有權就零碎股份，或根據任何本港以外地區之法律規定之限制或責任，或任何認可監管機構或任何證券交易所之規定，取消若干股東在此方面之權利或作出其他董事認為必須或適當之安排）。」

“(C) THAT conditional upon Resolutions (A) and (B) being passed, the general mandate granted to the directors to exercise the powers of the Company to allot, issue or otherwise deal with securities pursuant to Resolution (B) above be and is hereby extended by the addition to the aggregate nominal amount of the securities which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of such securities of the Company repurchased by the Company under the authority granted pursuant to Resolution (A) above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board

Hester Wong Lam Chun

Company Secretary

25 April 2002

「(丙) 動議待第(甲)及第(乙)項決議案獲得通過後，批准擴大根據上文第(乙)項決議案授予董事可行使本公司有關配發、發行或以其他方式處理證券之一般授權，即把董事根據該項一般授權而可配發之證券面值總額增加，增加額相等於本公司根據上文第(甲)項決議案授權購回本公司該等證券之面值總額，惟此數額不得超過本決議案通過當日本公司已發行之股本面值總額之10%。」

承董事會命

秘書

黃霖春

二零零二年四月二十五日

Notes:

1. The register of members of the Company will be closed from 28 May 2002 to 31 May 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates, or in the case of warrant holders, all subscription forms accompanied by the relevant warrant certificates and exercise money, must be lodged with the Company's registrars, Secretaries Limited of 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 p.m. on 27 May 2002. Dividends are expected to be dispatched on 14 June 2002.
2. The general purpose of the authority to be conferred on the directors by Resolution (5)(A) above is to increase flexibility and to provide discretion to the directors in the event that it becomes desirable to repurchase securities representing up to a maximum of 10% of the relevant class of securities of the Company in issue at the date of the passing of the resolution.
3. Concerning Resolution (5)(B) above, the directors wish to state that in respect of this general mandate, they have no immediate plans to issue any new securities of the Company; approval is being sought from members as a general mandate, in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the existing issued share capital.
4. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the office of the Company's registrars, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time fixed for the meeting.

附註：

1. 本公司將於二零零二年五月二十八日至二零零二年五月三十一日(首尾兩天在內)，暫停辦理股份過戶登記，在此期間股份不能過戶。如欲過戶而得享末期股息者，須於二零零二年五月二十七日下午四時前將有關股票連同轉讓文件，或如為認股權證持有人，則須將所有認購表格連同有關認股權證證書及認購款項，送交本公司過戶登記處秘書商業服務有限公司，香港干諾道中111號永安中心5樓辦理過戶登記手續。預期股息將於二零零二年六月十四日寄發。
2. 上述決議案第(五)(甲)項有關授予董事會權力之一般目的為增加靈活性及給予董事會決定權以於在其認為合適的情況下，購回不超過決議案通過當日本公司已發行之有關證券的類別10%之證券。
3. 有關上述決議案第(五)(乙)項，董事會謹聲明本公司目前並無計劃依據該項一般授權發行任何新證券。此決議案乃遵照公司條例及香港聯合交易所有限公司證券上市規則及為確保董事會具有靈活性及決定權，在其認為需要時配發不超過本公司已發行股本20%之任何證券，故要求股東授予董事會一般性權力。
4. 凡有權出席大會並於會上投票表決之股東，均有權委派一位或以上代表出席大會，並於以股數投票表決時代其投票。受委任之代表毋須為本公司股東。代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之副本，最遲須於大會指定舉行時間四十八小時前送達本公司之過戶登記處秘書商業服務有限公司之辦事處，地址為香港干諾道中111號永安中心5樓，方為有效。