

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 Thursday, 6 June 2002 at 10:00 a.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 2001.
2. To declare a final dividend for the year ended 31 December 2001 of 2 HK cents per share.
3. To re-elect retiring Directors.
4. To fix the remuneration of Directors.
5. To re-appoint Arthur Andersen & Co as the Auditors and authorise the Board of Directors to fix their remuneration.
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 the maximum number of Directors be fixed at fifteen 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 2002 Annual General Meeting."

7. 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 authorised capital of the Company be increased from HK\$120,000,000 to HK\$180,000,000 by the creation of 600,000,000 new shares of HK\$0.10 each, such new shares ranking pari passu in all respects with the existing shares of the Company."

茲通告 WellNet Holdings Limited (創新發展集團有限公司) (「本公司」) 謹訂於二零零二年六月六日(星期四)上午十時正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、省覽本公司截至二零零一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、宣佈派發截至二零零一年十二月三十一日止年度之末期股息每股港幣2仙。
- 三、重選行將告退之董事。
- 四、釐定董事之酬金。
- 五、重新聘任安達信公司為核數師,並授權董事局釐定其酬金。
- 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

「動議將董事人數上限定為十五人,並授權董事局,除於二零零二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。」

- 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:

普通決議案

「動議藉增設600,000,000股每股面值港幣0.10元之新股,將本公司之法定股本由港幣120,000,000元增加至港幣180,000,000元,該等新股在各方面將與現有之已發行股份享有同等權益。」

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

SPECIAL RESOLUTION

"THAT conditional upon the passing of Resolution numbered 7 set out in the notice of annual general meeting dated 29 April 2002, Bye-law 3(A) of the Bye-laws of the Company be and is hereby amended by the deletion in its entirety and the substitution of the following therefor:

"3(A) The share capital of the Company as at 6 June 2002 is HK\$180,000,000 divided into 1,800,000,000 shares of HK\$0.10 each."

9. 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;

- 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特別決議案：

特別決議案

「動議待日期為二零零二年四月二十九日股東週年大會通告所載之第七項決議案獲通過，刪除本公司章程細則第3(A)條，並以下列細則取代：

「3(A) 本公司之股本於二零零二年六月六日為港幣180,000,000元分為1,800,000,000股每股面值港幣0.10元之股份。」」

- 九、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；

- (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
- (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 By-laws of the Company or the Companies Act 1981 of Bermuda (as amended) to be held; and
- (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."
10. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:
- (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
- (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。
- 十、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:

ORDINARY RESOLUTION

普通決議案

"THAT:

「動議:

- (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;
- (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;

- (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;
- (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 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 By-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;
- (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；
- (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) 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 By-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)."

11. 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 9 and 10 set out in the notice of annual general meeting dated 29 April 2002, 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

(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）。

- 十一、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

「動議待日期為二零零二年四月二十九日股東週年大會通告所載之第九項及第十項決議案獲通過，擴大根據第十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

options under the general mandate granted to the Directors pursuant to such Resolution numbered 10 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 9, 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."

12. 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: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, any new ordinary shares of HK\$0.10 each (the "Shares") in the capital of the Company which may fall to be issued pursuant to the exercise of options that may be granted under the share option scheme (the "Share Option Scheme") (a copy of which marked "A" is produced to this Meeting and signed for the purpose of identification by the Chairman of this Meeting); (b) Singapore Exchange Securities Trading Limited granting the listing and quotation of Shares which may fall to be issued pursuant to the exercise of options that may be granted under the Share Option Scheme; and (c) the Bermuda Monetary Authority granting consent in respect of the issue of options under the Share Option Scheme (if required):

- (a) the Share Option Scheme be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised to grant options to subscribe for Shares under the Share Option Scheme, to allot, issue and deal with Shares pursuant to the exercise of options that may be granted under the Share Option Scheme provided that the total number of Shares that may be issued upon exercise of the options to be granted under the Share

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九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%。」

- 十二、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(a)香港聯合交易所有限公司上市委員會批准根據購股權計劃（「購股權計劃」）（註有「A」字樣之副本已提呈大會並由主席簡簽以資識別）可能授出之購股權獲行使而須予發行之本公司股本中每股港幣0.10元之任何新普通股（「股份」）上市及買賣；(b) Singapore Exchange Securities Trading Limited批准根據購股權計劃可能授出之購股權獲行使而須予發行之股份上市及買賣；及(c) 百慕達金融管理局同意可根據購股權計劃授出購股權（如需要）：

- (a) 批准及採納購股權計劃；
- (b) 授權董事局授出購股權以認購購股權計劃項下股份，配發、發行及處理根據購股權計劃可能授出之購股權獲行使而須予發行之股份，惟根據購股權計劃及本公司及／或其附屬公司任何其他購股權計劃授出之購股權獲行使而須

Option Scheme and any other share option schemes of the Company and/or its subsidiaries 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 to do all such acts and things as they consider necessary or expedient to give effect to the Share Option Scheme; and

- (c) the existing share option scheme of the Company adopted on 23 July 1999 be and is hereby terminated in accordance with its terms."

13. 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: (a) the Listing Sub-Committee of The Stock Exchange of Hong Kong Limited with responsibility for the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, any new ordinary shares of HK\$0.01 each (the "WorldMetal Shares") in the capital of WorldMetal Holdings Limited ("WorldMetal"), a subsidiary of the Company, which may fall to be issued pursuant to the exercise of options that may be granted under the share option scheme of WorldMetal (the "WorldMetal Share Option Scheme") (a copy of which marked "B" is produced to this Meeting and signed for the purpose of identification by the Chairman of this Meeting); (b) the passing of an ordinary resolution at the annual general meeting of WorldMetal approving the adoption of the WorldMetal Share Option Scheme and the termination of the existing share option scheme of WorldMetal adopted on 15 October 2001; and (c) the Bermuda Monetary Authority granting consent in respect of the issue of options under the WorldMetal Share Option Scheme (if required), the WorldMetal Share Option Scheme be and is hereby approved and adopted."

予發行之股份總數，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%，以及採取所有其認為需要及適當之行動及事項使購股權計劃生效；及

- (c) 本公司於一九九九年七月二十三日採納之現有購股權計劃按其有關條款予以終止。」

- 十三、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(a)香港聯合交易所有限公司創業板之上市委員會批准根據本公司附屬公司WorldMetal Holdings Limited（「WorldMetal」）購股權計劃（「WorldMetal購股權計劃」）（註有「B」字樣之副本已呈大會並由主席簡簽以資識別）可能授出之購股權獲行使而須予發行之WorldMetal股本中每股港幣0.01元之任何新普通股（「WorldMetal股份」）上市及買賣；(b)於WorldMetal股東週年大會上通過普通決議案，批准採納WorldMetal購股權計劃及終止於二零零一年十月十五日採納之WorldMetal現有購股權計劃；及(c)百慕達金融管理局同意可根據WorldMetal購股權計劃授出購股權（如需要），批准及採納WorldMetal購股權計劃。」

14. To transact any other business of the Company.

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

Hong Kong, 29 April 2002

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 Unit 1402, 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.
- (4) The Register of Members of the Company will be closed from Tuesday, 4 June 2002 to Thursday, 6 June 2002, both days inclusive, during which period no transfer of shares will be registered. To qualify for the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Central Registration Hong Kong Limited, at Rooms 1901-05, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:00 p.m. on Monday, 3 June 2002. Transferees in Singapore may lodge their transfer documents accompanied by the relevant share certificates for registration no later than 4:00 p.m. on Monday, 3 June 2002 with the Company's Share Transfer Agent, Lim Associates (Pte) Ltd., at 10 Collyer Quay, #19-08 Ocean Building, Singapore 049315.

十四、處理本公司其他事項。

承董事局命
公司秘書
吳麗屏

香港，二零零二年四月二十九日

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1402室，方為有效。股東填交代表委任表格後，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人之次序決定。
- 四、 本公司將由二零零二年六月四日（星期二）至二零零二年六月六日（星期四）（首尾兩天包括在內）暫停辦理股份過戶登記手續。如欲獲取末期股息之資格，所有過戶文件連同有關之股票須於二零零二年六月三日（星期一）下午四時前一併送交本公司之香港股份過戶登記分處，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19樓1901-05室辦理過戶手續。新加坡之承讓人可將彼等之過戶文件連同有關之股票於二零零二年六月三日（星期一）下午四時前送交本公司之新加坡股份過戶代理，Lim Associates (Pte) Ltd.，地址為10 Collyer Quay，#19-08 Ocean Building，Singapore 049315辦理過戶手續。