

茲通告本公司謹定於二零零二年五月二十七日上午十時假座香港中環干諾道中三號麗嘉酒店宴會樓層宴會廳2舉行股東週年大會，以處理下列事項：

1. 省覽及採納截至二零零一年十二月三十一日止年度之財務報表、董事會報告及核數師報告；
2. 宣告派發截至二零零一年十二月三十一日止年度之末期股息；
3. 選舉董事；
4. 批准董事袍金；
5. 委聘核數師及授權董事釐訂其酬金；
6. 作為特別事項，考慮及酌情通過下列決議案為普通決議案：

A. 「動議：

- (a) 在下文(c)段之規限下及依據公司條例第57B條，一般及無條件批准本公司之董事於有關期間內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份或可轉換為該等股份之證券或可認購本公司任何股份之購股權、認股權證或類似權利或可轉換證券，並作出或授出可能須行使該等權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Charter II, Function Room Level, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on 27 May 2002 at 10 a.m. for the following purposes:

1. To receive and adopt the Financial Statements and 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;
3. To elect Directors;
4. To approve Directors' fees;
5. To appoint auditors and to authorise the Directors to fix their remuneration;
6. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. “**THAT**

- (a) subject to paragraph (c) below and pursuant to section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares in the Company or convertible securities and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) (a)段之批准將授權本公司之董事於有關期間內作出或授出應須或可能須於有關期間結束後行使該等權力之建議、協議及購股權；
- (c) 本公司之董事根據(a)段之批准，而非根據(i)配售新股；(ii)根據本公司發行之認股權證或任何可轉換為本公司股份之證券之條款行使認購權或換股權；(iii)根據任何當時採納之購股權計劃或類似安排而向本公司及／或其任何附屬公司之行政人員及／或僱員發行股份或授予可購入本公司股份之權利；或(iv)根據本公司組織章程配發股份以代替全部或部份本公司股份之股息之任何以股代息計劃或類似安排，配發或有條件或無條件同意配發之股本總面值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%，而上述批准亦須受此數額限制；
- (b) the approval in paragraph (a) shall authorise the Directors of the Company 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;
- (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 of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (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; or (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 of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent 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;

(d) 就本決議案而言

「有關期間」指本決議案獲通過之日至下列三者中之較早日期之期間：

- (i) 本公司下屆股東週年大會結束時；及
- (ii) 本公司之組織章程細則或任何適用法例規定本公司下屆股東週年大會須予舉行之期間屆滿時；及
- (iii) 根據本決議案作出之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改時。

「配售新股」乃指本公司之董事於指定時間內，向於指定記錄日期名列股東名冊之股份持有人按彼等當時之持股比例提呈股份之建議（惟本公司之董事有權就零碎股權或經考慮任何香港以外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後，作出其認為必須或權宜之豁免或其他安排）。

(d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; and
- (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 law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

B. 「動議」：

(a) 在(b)段之規限下，一般及無條件批准本公司之董事於有關期間內行使本公司之所有權力，以便根據香港聯合交易所有限公司(「聯交所」)或任何其他證券交易所之證券上市規則不時修訂之一切適用法例及規定並在其規限下於聯交所或本公司之證券上市及為此獲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其本身之股份；

(b) 根據本決議案(a)段之批准，本公司可於有關期間內購回之本公司證券總面值：(i)就股份方面，不得超過於本決議案通過當日本公司已發行股本總面值10%；及(ii)就認股證方面，不得超過於本決議案通過當日本公司已發行認股權證總面值10%，而上述批准亦須受此數額限制；

(c) 就本決議案而言

「有關期間」指由本決議案獲通過之日至下列三者中之較早日期之期間：

(i) 本公司下屆股東週年大會結束時；及

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 repurchase its own securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission 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 of Hong Kong Limited or 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 of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed: (i) in the case of shares, 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution; and (ii) in the case of warrants, 10% of the number of warrants of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly;

(c) for the purposes of this Resolution:

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

(i) the conclusion of the next annual general meeting of the Company; and

- (ii) 本公司之組織章程細則或任何適用法例規定本公司下屆股東週年大會須予舉行之期間屆滿時；及
- (iii) 根據本決議案作出之授權經本公司股東於股東大會上以普通決議案予以撤銷或更改時。」

C. 「動議第6B項決議案獲通過後，將本公司根據第6B項決議案向董事授予之授權所購回之本公司股本中股份之面值總額，加進本公司之董事根據第6A項決議案可能配發或有條件或無條件同意配發之股本面值總額內，惟該數額不得超過於本決議案通過當日本公司股本面值總額之10%。」

7. 通過其他事項。

承董事會命
公司秘書
林宜穎

香港，二零零二年四月十八日

註冊辦事處：

香港
皇后大道中十八號
新世界大廈第一期
八樓

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

C. “**THAT** conditional upon Resolution numbered 6B being passed, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution numbered 6B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution numbered 6A, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

7. To transact any other business.

By order of the Board
Marianne Lim
Company Secretary

Hong Kong, 18 April 2002

Registered Office:

8th Floor
New World Tower I
18 Queen’s Road Central
Hong Kong

附註：

1. 凡有權出席大會及投票之股東均可委派一位或多位代表出席。及於投票表決時代其投票，受委代表不必為本公司股東。代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之授權書或授權文件副本，必須於大會或續會指定舉行時間48小時前交回本公司之註冊辦事處，方為有效。
2. 本公司將於二零零二年五月二十一日至二零零二年五月二十七日(首尾兩天包括在內)暫停辦理股份及認股權證過戶登記手續，以決定有關獲派末期股息之股東名單。欲領取末期股息之股東，最遲須於二零零二年五月十七日下午四時將有關過戶文件送交本公司之過戶登記處登捷時有限公司(地址為香港中環夏慤道十號和記大廈四樓)，以辦理過戶登記手續。
3. 就上文第6項決議案而言，董事茲聲明彼等現時並無計劃購回或發行本公司任何新股份及/或認股權證，董事僅遵照公司條例及香港聯合交易所有限公司證券上市規則之規定尋求股東批准授予一般授權。

Notes:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and on a poll vote instead of him; a proxy need not be a member of the Company. 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 of that power or authority, must be deposited with the Company's Registered Office, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
2. The transfer books and Registers of Members and Warrantholders of the Company will be closed from 21 May 2002 to 27 May 2002 (both days inclusive) to determine entitlements to the final dividend. To rank for the final dividend, shareholders must ensure that transfers are lodged with the Company's Registrar, Tengis Limited, 4th Floor Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration no later than 4:00 p.m. on 17 May 2002.
3. Concerning item (6) above, the Directors wish to state that they have no immediate plans to repurchase any existing shares and/or warrants or to issue any new shares of the Company. Approval is being sought from Members as a general mandate pursuant to the provisions of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.