

NOTICE IS HEREBY GIVEN that the 2002 Annual General Meeting of the Company will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 22nd August, 2002 at 11:00 am for the following purposes:

1. To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2002.
2. To declare a final dividend.
3. To re-elect Directors and to fix their remuneration.
4. To re-appoint Auditors and to fix their remuneration.
5. To consider as special business, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (i) Subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company 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 recognized 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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

茲通告本公司謹定於二零零二年八月二十二日（星期四）上午十一時正假座香港銅鑼灣告士打道 280 號世界貿易中心 38 樓香港世界貿易中心會召開二零零二年股東週年大會，以便處理下列事項：

- 一、 省覽截至二零零二年三月三十一日止年度之財務報告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酬金。
- 四、 續聘核數師及釐定其酬金。
- 五、 作為特別事項，考慮並酌情通過下列決議案（不論有否經修訂）為普通決議案：

(A) **「動議：**

- (i) 在本文(ii)段之規限下，一般及無條件批准本公司董事會於有關期間（定義見下文）內，按照所有適用法例及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之規定，行使本公司所有權力，於聯交所或本公司之證券可能上市並經由香港證券及期貨事務監察委員會及聯交所認可作此用途之任何其他證券交易所，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 shares of the Company to be purchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Bye-Laws of the Company or any applicable law to be held; or

(c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “THAT:

(i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall authorize the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

(ii) 本公司根據上文 (i) 段之批准於有關期間（定義見下文）內購回之本公司股份之面值總額，不得超過於本決議案獲通過之日本公司已發行股本面值總額之10%，而上述批准亦須受此數額限制；及

(iii) 就本決議案而言，「有關期間」乃指由本決議案獲通過之日起至下列三者中較早之日期止之期間：

(甲) 本公司下屆股東週年大會結束時；

(乙) 本公司之公司細則或任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿之日；或

(丙) 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述之授權之日。」

(B) 「動議：

(i) 在本文(iii)段之規限下，一般及無條件批准本公司董事會於有關期間（定義見下文）內行使本公司所有權力，以配發、發行及處理本公司股本中每股面值0.10港元之額外股份，以及作出或授出需要或可能需行使該等權力之售股建議、協議及購股權（包括可轉換本公司股份之票據、認股權證及債券）；

(ii) 上文(i)段所述之批准授權本公司董事會於有關期間（定義見下文）內作出或授出需要或可能需要於有關期間結束後行使該等權力之售股建議、協議及購股權（包括可轉換本公司股份之票據、認股權證及債券）；

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue; (b) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (c) an issue of shares under any option scheme or any similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Bye-Laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the 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 as at that date (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(iii) 本公司董事會依據上文(i)段所載批准而配發或有條件或無條件同意配發（不論是否依據購股權或其他原因配發）及發行之股本面值總額（但不包括(a)配售新股、(b)依據本公司不時之公司細則就以股代息計劃發行股份、或(c)依據任何經已採納之購股權計劃或其他類似安排而授予或發行本公司股份或購股權予本公司及/或其任何附屬公司僱員），不得超過於本決議案獲通過之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；及

(iv) 就本決議案而言，

「有關期間」乃指由本決議案獲通過之日起至下列三者中較早之日期止之期間：

- (甲) 本公司下屆股東週年大會結束時；
- (乙) 本公司之公司細則或任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿之日；或
- (丙) 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述之授權之日。

「配售新股」乃指本公司董事會於所定期間內，根據於某一指定記錄日期名列本公司股東名冊之股東於該日之持股比例，向彼等提出之股份配售建議（惟本公司董事會有權就零碎股權或香港以外任何地區適用於本公司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）。

(C) “**THAT** subject to the passing of Resolutions (A) and (B) set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot and deal with additional shares pursuant to Resolution (B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company under the authority granted pursuant to Resolution (A) set out in the notice convening this meeting, provided that such amount of shares so purchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of this said Resolution.”

By Order of the Board

Peter LEE Yip Wah

Company Secretary

Hong Kong, 18th July, 2002.

Head Office and Principal Place of Business:

Golden Resources Centre

2-12 Cheung Tat Road

Tsing Yi Island

Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting 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.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Share Registrars in Hong Kong, Standard Registrars Limited, 5/F., Wing On Centre, 111 Connaught Road Central, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from Friday, 16th August, 2002 to Thursday, 22nd August, 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Standard Registrars Limited, 5/F., Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 4:00 p.m. on Thursday, 15th August, 2002.
4. An explanatory statement containing further details regarding item 5(A) above will be sent to members in due course.

(C) 「**動議**待本大會之通告所載之(A)項和(B)項決議案獲通過後，藉加入相當於本公司根據召開本大會之通告所載之(A)項決議案授權購回本公司股本中之股份面值總額之數額，以擴大根據召開本大會之通告所載之(B)項決議案授予本公司董事會配發及處理額外股份之一般授權，惟該數額不得超過於上述決議案獲通過之日本公司之已發行股本面值總額之10%。」

承董事會命

公司秘書

李業華

香港，二零零二年七月十八日

總辦事處及主要營業地點：

香港青衣島

長達路 2-12 號

金源中心

附註：

1. 凡有權出席大會並可於會上投票之股東均有權委任一名或多名代表代其出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
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)或經公證人簽署證明之該等文件副本，須於大會或其任何續會指定舉行時間四十八小時前送達本公司之香港股份過戶登記處，標準證券登記有限公司之辦事處，地址為香港中環干諾道中 111 號永安中心 5 樓方為有效。
3. 本公司將由二零零二年八月十六日(星期五)至二零零二年八月二十二日(星期四)，包括首尾兩天在內，暫停辦理股份過戶登記手續。為確保獲派發有待批准之末期股息之權利，所有股份過戶文件連同有關股票最遲須於二零零二年八月十五日(星期四)下午四時正前送達本公司之香港股份過戶登記處，標準證券登記有限公司之辦事處，地址為香港中環干諾道中 111 號永安中心 5 樓。
4. 一份載有關於上述第五(A)項決議案其他詳情之通函將盡快寄予各股東。