

NOTICE OF THE ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of New Century Group Hong Kong Limited (the "Company") will be held on Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 23 September, 2002 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March, 2002;
2. To determine the maximum number of the directors of the Company (the "Directors");
3. To re-elect the retiring directors and authorise the board of Directors (the "Board") to fix the Directors' remuneration;
4. To re-appoint auditors and to authorise the Board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:

conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the approval for the listing of and permission to deal in the shares of the Company, representing 10% of the issued share capital of the Company as at 23 September 2002, to be issued pursuant to the exercise of any options (the "Options") granted under the share option scheme of the Company (the "Share Option Scheme"), a copy of which has been produced to this meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification-

茲通告新世紀集團香港有限公司(「本公司」)將於二零零二年九月二十三日上午十時正假座香港灣仔謝斐道238號世紀香港酒店大堂低層一至三號宴會廳舉行股東週年大會，以處理下列事項：

1. 省覽截至二零零二年三月三十一日止年度之經審核財務報表及董事會報告書與核數師報告書；
2. 釐定本公司董事(「董事」)最高人數；
3. 重選退任董事及授權董事會(「董事會」)釐定董事酬金；
4. 重新委任核數師並授權董事會釐定其酬金；
5. 作為特別事項，考慮並酌情通過以下決議案(不論有否修改)為本公司普通決議案：

「動議：

待香港聯合交易所有限公司(「聯交所」)上市委員會批准因行使根據本公司之購股權計劃(「購股權計劃」)，註明「A」符號之副本已提呈大會並經大會主席簽署以資識別)授出之任何購股權(「購股權」)而將予發行之本公司股份(佔本公司於二零零二年九月二十三日之已發行股本之10%)上市及買賣後，

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- (i) the existing share option scheme of the Company adopted on 2 June 1999 be and is hereby terminated; and
 - (ii) the Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised at their absolute discretion, to grant the Options and to allot and issue shares of the Company.”;
6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph 6(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period; and

- (i) 終止本公司於一九九九年六月二日採納之現有購股權計劃；及
 - (ii) 批准及採納購股權計劃，並授權董事可全權酌情決定授出購股權，以及配發及發行本公司股份。」；
6. 作為特別事項，考慮並酌情通過以下決議案（不論有否修改）為本公司普通決議案：

「動議：

- (A) 在下文6(C)段之規限下，一般及無條件批准董事於有關期間（定義見下文）行使本公司所有權力，以配發、發行及處理本公司股本中之未發行股份，以及作出或授予可能須行使有關權力之建議、協議及購股權（包括可轉換為本公司股份之認股權證、債券及債權證）；
- (B) 授權董事於有關期間內作出或授予可能須於有關期間內或結束後行使該等權力之建議、協議及購股權（包括可轉換為本公司股份之認股權證、債券及債權證）；及

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(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 6(A) and (B), otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of the Options granted under the Share Option Scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution.”;

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

(A) subject to paragraph 7(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all applicable laws, be and is hereby, generally and unconditionally approved;

(C) 董事根據6(A)及(B)段之批准配發或有條件或無條件同意將予配發(不論根據購股權或其他方式而配發者)之股本總面積(根據供股(定義見下文)、因行使按本公司採納之購股權計劃授出之購權股、因行使本公司可能發行之認股權證所附之認購權或因根據本公司之公司細則進行以股代息計劃或類似安排以代替股份之全部或部份股息而發行股份除外),不得超過本決議案獲得通過時本公司已發行股本總面額20%。」;

7. 作為特別事項,考慮並酌情通過以下決議案(不論有否修改)為本公司普通決議案:

「動議:

(A) 在下文7(C)段之規限下,一般及無條件批准董事於有關期間(定義見下文)行使本公司所有權力,在聯交所或本公司股份可能上市並就此獲證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回本公司股本中之已發行股份;以及一般及無條件批准董事根據並遵守所有適用法例行使本公司所有權力購回該等證券;

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(B) the approval in paragraph 7(A) 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 to procure the Company to purchase its shares at a price determined by the Directors; and

(C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 7(A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution.”; and

8. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions numbered 6 and 7 in the notice convening a meeting of the Company dated 26 July, 2002, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the resolution numbered 6 set out in that notice of meeting.”

For the purposes of resolutions numbered 6 and 7:

“Relevant Period” means the period from the time of the passing of the resolution until whichever is the earliest of:

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

(B) 7(A)段之批准須附加在董事獲授之任何其他授權之上，並須授權董事代表本公司於有關期間促使本公司按董事決定之價格購入本身股份；及

(C) 本公司根據7(A)段之批准於有關期間購入或有條件或無條件同意將予購入之本公司股本總面額，不得超過本決議案通過時本公司已發行股本總面額10%。」；及

8. 作為特別事項，考慮並酌情通過以下決議案（不論有否修改）為本公司普通決議案：

「**動議**待本公司於二零零二年七月二十六日發佈之大會通告所載第6及7項決議案獲通過後，在本公司董事依據大會通告第6項決議案配發或有條件或無條件同意將予配發之本公司股本總面額上所載，加入本公司依據第7項決議案購回之本公司股本中股份之總面額。」

就第6及7項決議案而言：

「有關期間」指決議案通過之時起至下列較早日期止之期間：

(i) 本公司下屆股東週年大會結束之日；

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(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and bye-laws of the Company or any applicable law of Bermuda 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 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 relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

By Order of the Board
CHANG Kin Man
Company Secretary

Hong Kong, 26 July 2002

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Unless otherwise required, a proxy need not be a member of the Company. A member of the Company may appoint a proxy in respect of part only of his holding of shares in the Company.

(ii) 本公司之公司組織章程大綱及公司細則或任何百慕達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) 本公司股東在股東大會以普通決議案撤回或修訂按本決議案給予之授權之日。」

「供股」指於董事指定之期間內，向於指定記錄日期名列股東名冊之股份持有人按其當時之持股比例提呈股份（惟董事有權就零碎股份或因任何有關司法權區之法律或認可管制機構或證券交易所之規定所引致之任何限制或責任而認為必須或權宜取消或作出豁免或其他安排）。

承董事會命
公司秘書
鄭健民

香港，二零零二年七月二十六日

附註：

1. 凡有權出席本公司大會及於會上投票之本公司股東，均有權委派其他人士作為代表出席及投票。除另有規定者外，該代表毋須為本公司股東。本公司股東可就其所持之部份本公司股份委任代表。

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- The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Unit 3808, 38/F., West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in any default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date.
- In the case of joint holders of a share, if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation of an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- 代表委任文據及(如董事會規定)已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有關副本,須交回本公司之香港主要營業地點,地址香港干諾道中168-200號信德中心西翼38樓3808室,交回時間不得遲於在文據列名人士擬進行投票之大會或續會指定舉行時間前四十八(48)小時,或倘於大會或續會日期後進行投票表決,則交回時間不得遲於指定進行投票表決之時間前二十四(24)小時。如未能符合以上規定,代表委任文據概視作無效。代表委任文據上註明之簽署日期起計屆滿十二(12)個月後,有關文據概視作無效,惟倘屬續會或在大會或續會要求進行之投票表決,而該大會原本於該日期起計十二(12)個月內舉行則作別論。
- 如為股份之聯名持有人,在超過一位聯名持有人出席大會之情況下,排名於首之持有人投票(無論為親身或委派代表)後,其他聯名持有人概不得投票。就此方面而言,排名先後乃按本公司股東名冊內有關聯名持股之排名次序而定。
- 代表委任文據須由委任人或其以書面正式授權之代表親筆簽署,如委任人為公司,則須蓋上公司印鑑或由高級職員、代表或其他獲授權人士簽署。如代表委任文據視作由高級職員代表公司簽署,則除非有相反指示,將假定該高級職員已獲正式授權,可在並無其他憑證之情況下代表公司簽署文據。