

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Bright International Group Limited (the "Company") will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 April 2003 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2002;
2. To declare a final dividend of HK3 cents per share;
3. To elect Directors, to fix the maximum number of Directors, to authorise the Board of Directors to appoint additional Directors up to the maximum number determined and to authorise the Board of Directors to fix Directors' remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix Auditors' remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

茲通告瑩輝集團有限公司(「本公司」)謹訂於二零零三年四月二十九日星期二上午十一時正假座香港金鐘道88號太古廣場港麗酒店七樓景雅廳舉行股東週年大會，討論下列事項：

- 一、省覽截至二零零二年十二月三十一日止年度之經審核綜合財務報告及董事會與核數師報告；
- 二、宣派末期股息每股三港仙；
- 三、選舉董事，釐定董事最高人數，授權董事會可委任額外董事至訂定之董事最高人數及授權董事會釐定董事之酬金；
- 四、委聘核數師，並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(無論有否修訂)下列決議案為普通決議案：

「動議：

- (a) 無條件授予董事會一般性權力，在符合適用法例之情況下，於有關期間(定義見下文)行使本公司一切權力，以購回其股份；
- (b) 根據上文(a)段之批准所購回之本公司股份面值總額，須不超過於本決議案獲通過當日本公司之已發行股份面值總額之10%，而上述批准亦須受此數額限制；及

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- (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;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) 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 laws to be held.";
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- "THAT**
- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time
- (c) 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任何一項最早發生之日期之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及
 - (iii) 本公司之公司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期限屆滿之日。」；
- 六、作為特別事項考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：
- 「動議：**
- (a) 無條件授予董事會一般性權力，於有關期間(定義見下文)可行使本公司之一切權力，以發行、配發及處理本公司之額外股份，並可訂立或授予或需在有關期間(定義見下文)內或結束後配發、發行或處理股份之售股建議、協議及優先認股權；惟除根據(i)配售新股(指本公司向於指定記錄日期之股東按其當時持股比例提出售股建議(惟董事會可就零碎股份或由於任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之限制或責任，作出認為必須或權宜之豁免或其他安排))或(ii)當時所採納之任何購股權計劃或類似安排，向本公司及／或其任何附屬公司之行政人員及／或僱員及／或根據該計劃之任何合資格承受人授出或發行股份或可認購本公司股份之權利或(iii)依照本公司細則實行之任何以股代息計劃或類似安

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being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme 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 bye-laws of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

- (b) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) 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 laws to be held."; and

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

"**THAT** conditional upon the passing of the ordinary resolutions nos.5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to the ordinary resolution no.6 as set out in the notice convening this meeting to exercise the

排，以配發股份代替本公司股份之全部或部份股息外，所發行、配發、處理或同意有條件或無條件發行、配發或處理之額外股份面值總額，須不超過於本決議案獲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；及

- (b) 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任何一項最早發生之日期之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及
 - (iii) 本公司之公司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期限屆滿之日。」；及

- 七、 作為特別事項考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

「**動議**待本大會通告所載之第五及第六項普通決議案獲得通過後，擴大本公司董事會根據本大會通告所載之第六項普通決議案獲授予有關行使本公司權力以配發、發行及處理本公司股份之一般性權力至包括自本公司董事會

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powers of the Company to allot, issue and deal with the shares of the Company be and is hereby extended by the addition thereto of the total nominal amount of shares of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such shares since the granting of the general mandate referred to in the ordinary resolution no.5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution."

By order of the Board
HSU Chen Shen
Chairman

Hong Kong, 25 March 2003

Notes:

- (a) The Register of Members of the Company will be closed from Thursday, 24 April 2003 to Tuesday, 29 April 2003 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend as set out in the Company's announcement of annual results for the year ended 31 December 2002 and for attending this meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 April 2003.
- (b) A shareholder of the Company, who is the holder of two or more shares of the Company, entitled to attend and vote at this meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjournment thereof.

根據本大會通告所載之第五項普通決議案所獲授予行使本公司權力以購回本公司股份之一般性權力以來所購回之本公司股份面值總額；惟該數額須不超過於本決議案獲通過當日本公司已發行股份面值總額之10%。」。

承董事會命
徐振森
主席

香港，二零零三年三月二十五日

附註：

- (a) 本公司將由二零零三年四月二十四日星期四至二零零三年四月二十九日星期二(首尾兩天包括在內)暫停辦理股份過戶登記手續，於此期間將不會辦理任何股份過戶登記。如欲符合獲派載於本公司截至二零零二年十二月三十一日止年度之全年業績公佈內之建議末期股息及出席本大會之資格，所有過戶文件連同有關股票及過戶表格須於二零零三年四月二十三日星期三下午四時三十分前送交本公司之香港股份過戶登記處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (b) 凡有權出席本大會及於會上投票之本公司股東，若持有兩股或以上本公司股份，均有權委任一位以上人士為其代表，代其出席及投票。受委任人士毋須為本公司之股東。倘超過一名人士獲委任，則委任書上須註明每位受委任人士所代表之有關股份數目與類別。
- (c) 代表委任文件及經簽署之授權書或其他授權文件(如有)，或經簽署證明之授權書或授權文件副本，最遲須於大會或其任何續會指定舉行時間前48小時送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。