

茲通告本公司謹訂於二零零三年五月二十日(星期二)中午十二時正假座香港金鐘法院道太古廣場香港島香格里拉大酒店五樓香島殿，舉行股東週年大會，藉以處理下列事項：

- 一、 省覽截至二零零二年十二月三十一日止年度之賬目與董事會及聯席核數師之報告書；
- 二、 宣派末期股息及特別末期股息；
- 三、 選舉董事並釐訂其酬金；
- 四、 委聘聯席核數師並釐訂其酬金；
- 五、 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議無條件全面授權本公司之董事發行、配發及處理本公司股本中之額外股份，以及就此作出或授予售股建議、協議及購股權，惟須受下列各項條件限制：

- (甲) 該項授權之有效期間不得超逾有關期間(定義見下文)，惟董事可於有關期間內作出或授予可能須於有關期間結束後才行使該等權力之售股建議、協議及購股權；
- (乙) 除依照(i)配售新股(定義見下文)，(ii)任何本公司發出之認股權證或其他可轉換本公司普通股份之證券之條款行使其認購或轉換股份之權力，及(iii)任何僱員購股權計劃或其他當時採行之類似安排所授予或發給本公司及／或其任何附屬公司之高級職員及／或僱員股份或認購本公司股份之權力等方式外，本公司之董事所配發或有條件或無條件同意配發之本公司股本面值總額(不論根據購股權或其他方式)，不得超過本決議案獲通過之日之本公司已發行股本面值總額之20%；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Hong Kong on Tuesday, 20th May, 2003 at 12:00 noon for the following purposes:

1. To receive and consider the accounts and the reports of the directors and joint auditors for the year ended 31st December, 2002;
2. To declare a final dividend and a special final dividend;
3. To elect directors and to fix their remuneration;
4. To appoint joint auditors and to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** there be granted to the Directors an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (A) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (B) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors otherwise than pursuant to (i) a Rights Issue (as defined below), (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 ordinary shares of the Company, and (iii) any employee share 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, 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 of this resolution;

(丙) 該項授權為授予董事因行使任何認股權證之認購權或行使本公司任何僱員購股權計劃之任何購股權而隨時配發及發行本公司股本中額外股份之授權以外之授權；及

(丁) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列日期(以較早者為準)止之期間：

- (i) 本公司下屆股東週年大會結束之日；或
- (ii) 依照本公司之公司細則或百慕達適用之法例規定，本公司下屆股東週年大會須予召開之期限屆滿之日；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。

「配售新股」指董事於指定期間內，視情況而定，向於指定記錄日期名列本公司股東名冊及認股權證持有人名冊之股份及／或認股權證持有人，按彼等當時所持該等股份及／或認股權證數目之比例建議發售股份(惟董事認為必須或適宜時可就零碎股份或經考慮在香港或香港以外任何地區適用於本公司之法律之任何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而取消若干股東在此方面之權利或作出其他安排)。」

六、 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「**動議**無條件全面授權董事購回本公司股本中每股面值港幣0.10元之股份(「股份」)，以及全面及無條件批准由本公司董事行使本公司所有權力，在所有適用法例、規則

(C) such mandate shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company arising from the exercise of subscription rights under any warrants or the exercise of any options under any employee share option scheme of the Company; and

(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; or
- (ii) 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 of Bermuda to be held; or
- (iii) the revocation or variation of 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 made to holders of the shares and/or warrants on, as the case may be, the Register of Members and the Register of Warranholders of the Company on a fixed record date in proportion to their then holdings of such shares and/or warrants (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, or in any territory outside, Hong Kong).”

6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** there be granted to the Directors an unconditional general mandate to repurchase shares of HK\$0.10 each in the capital of the Company (“Shares”), and that the exercise by the Directors of the Company of all powers of the Company to repurchase Shares

及法令下購回股份，惟須受下列各項條件限制：

- (甲) 該項授權之有效期間不得超逾有關期間（定義見下文）；
- (乙) 該項授權得賦予董事權力，以促使本公司按董事酌情決定之價格購回股份；
- (丙) 本公司根據本決議案於有關期間購回之股份之面值總額，不得超過於本決議案獲通過之日之本公司已發行股本面值總額之10%；及
- (丁) 就本決議案而言，「有關期間」指由本決議案通過之日至下列日期（以較早者為準）止之期間：
 - (i) 本公司下屆股東週年大會結束之日；或
 - (ii) 依照本公司之公司細則或百慕達適用之法例規定，本公司下屆股東週年大會須予召開之期限屆滿之日；或
 - (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。」

subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- (A) such mandate shall not extend beyond the Relevant Period (as defined below);
- (B) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and
- (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; or
 - (ii) 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 of Bermuda to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

- 七、 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議待召開本大會之通告所載之第五項及第六項決議案獲通過後，將本公司根據第六項決議案購回之本公司股份面值總額，加於董事可能根據第五項決議案配發或有條件或無條件同意配發之本公司股份面值總額中。」

承董事會命
陳子華
公司秘書

香港，二零零三年四月一日

附註：

- 一、 凡有權出席上述大會及於會上投票之股東均有權委任一位或多位代表出席，並於表決時代其投票。受委代表毋須為本公司之股東。
- 二、 任何股份之聯名登記持有人方面，任何一名該等人士均可親自或委派代表於會上就所持股份投票，猶如彼乃唯一有權投票者，惟倘超過一名該等聯名持有人親自或委派代表出席會議，則只有出席會議而在股東名冊上排名首位之人士方就有關股份投票。
- 三、 代表委任表格及已簽署之授權書或其他授權文件（如有）及經公證人簽署證明之授權書或授權文件副本，必須於大會或其任何續會舉行前四十八小時送交香港九龍官塘偉業街180A王氏工業中心本公司之總辦事處。
- 四、 本公司將由二零零三年五月十四日（星期三）至二零零三年五月二十日（星期二）止（包括首尾兩天），暫停辦理股份過戶登記手續。如欲獲派上述股息，務須於二零零三年五月十三日（星期二）下午四時前，將所有過戶表格連同有關股票，一併送達香港灣仔告士打道56號東亞銀行港灣中心地下本公司之股份過戶登記處標準證券登記有限公司辦理登記手續。
- 五、 股東宜細閱與本年報一併寄發之通函，該通函載有關於第六項及第七項決議案之若干重要資料。

7. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of Resolutions 5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the shares of the Company which are repurchased by the Company pursuant to and in accordance with Resolution 6 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 pursuant to and in accordance with Resolution 5.”

By Order of the Board
Chen Tsze Wah, Gabriel
Company Secretary

Hong Kong, 1st April, 2003

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal office of the Company at Wong's Industrial Centre, 180A Wai Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. The Register of Members will be closed from Wednesday, 14th May, 2003 to Tuesday, 20th May, 2003, both days inclusive, during which period no transfer of shares will be effected. To qualify for the above dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's registrars, Standard Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 13th May, 2003.
5. Members are recommended to read the circular despatched together with this Annual Report which contains important information concerning Resolutions 6 and 7.