

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hopson Development Holdings Limited (the "Company") will be held at Chater Room I, Function Room Level, B1, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Monday, 19th May, 2003 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December, 2002.
2. To re-elect retiring directors and to authorize the board of directors to fix the directors' remuneration.
3. To declare a final dividend for the year ended 31st December, 2002.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

A. "THAT:

- (a) subject to paragraph (c), 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 warrants or similar rights to subscribe for any shares in the Company 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) the approval in paragraph (a) shall authorize 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;

茲通告合生創展集團有限公司(「本公司」)謹訂於二零零三年五月十九日(星期一)上午九時三十分假座香港干諾道中3號麗嘉酒店地庫一樓宴會廳舉行股東週年大會，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本公司及各附屬公司之經審核綜合財務報告、董事會報告及核數師報告。
- 二、重選退任董事及授權董事會釐定董事酬金。
- 三、宣佈派發截至二零零二年十二月三十一日止年度末期股息。
- 四、重聘核數師並授權董事會釐定其酬金。
- 五、作為特別事項，考慮並酌情通過下列普通決議案(不論經修訂與否)：

A. 「動議：

- (甲) 在(丙)段之規限下，一般及無條件批准本公司董事於有關期間行使本公司一切權力以配發、發行並處理本公司之額外股份、可兌換股份之證券、認股權證或類似可認購本公司任何股份之權利，並作出或授出可能需要行使此等權力之售股建議、協議及購股權；
- (乙) 上文(甲)段所批准將授權本公司董事於有關期間作出或授出須於有關期間結束後行使此等權力之售股建議、協議及購股權；

(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 the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, 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 of this Resolution and the said approval shall be limited accordingly; 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 earliest of:

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

(丙) 本公司董事依據上文(甲)段所批准配發或同意有條件或無條件配發之股本(不論是否依據購股權或以其他方式配發)面值總額不得超過通過本決議案當日本公司已發行股本總面值百分之二十(惟根據配售新股(定義見下文)或根據購股權計劃而行使之購股權或類似安排或根據本公司細則而提供以配售股份代替就本公司股份所派發全部或部份股息之任何以股代息計劃或類似安排而配發者除外), 而上述批准亦須以此數額為限; 及

(丁) 就本決議案而言:

[有關期間]指由通過本決議案之日至下列之最早期限止之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 按本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期限屆滿時; 或
- (iii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案之授權時。

“Rights 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 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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 shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate 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
- (c) the expression “Relevant Period” shall for the purposes of this Resolution have the same meaning as assigned to it under Ordinary Resolution 5.A.(d) of this notice.”

「配售新股」指本公司董事於指定期間，向指定記錄日期名列股東名冊之本公司股東按其持股比例配售股份（惟本公司董事有權就零碎股份或根據香港以外任何地區之法律限制或責任或任何認可監管機構或任何證券交易所之規定作出必需或適當之豁免或其他安排）。」

B. 「動議：

- (甲) 在(乙)段之規限下，一般及無條件地批准本公司董事依據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本公司證券可能上市之其他證券交易所不時修訂之規定於有關期間行使本公司一切權力，於聯交所或本公司證券可能上市並經證券及期貨事務監察委員會及聯交所就此確認之任何其他證券交易所購回本公司股份；
- (乙) 本公司依據上文(甲)段所批准於有關期間購回本公司股份面值總額不得超過本公司通過本決議案之日已發行股本總面值百分之十，而上述批准亦須以此數額為限；及
- (丙) 就本決議案而言，「有關期間」與載於本通告第五A(丁)項普通決議案所賦予之涵義相同。」

C. “**THAT** conditional upon Resolutions 5.A. and 5.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in Resolution 5.B. above 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 5.A. 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 on the date of this Resolution.”

By Order of the Board
Mok Wai Kun, Barbara

Secretary

14th April, 2003, Hong Kong

Principal office:

19th Floor, Wyndham Place

40-44 Wyndham Street

Central

Hong Kong

C. 「**動議**在通過上述第五A及第五B項決議案後，本公司根據上述第五B項決議案所述授予董事之授權購回本公司股份之面值總額將加入本公司董事根據第五A項決議案所配發或有條件或無條件同意配發之股本總面值，惟本公司購回之股本數額不得超過本公司於通過本決議案之日已發行股本總面值百分之十。」

承董事會命

秘書

莫瑋坤

香港，二零零三年四月十四日

主要辦事處：

香港中環

雲咸街40-44號

雲咸商業中心十九樓

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, this 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 of attorney or other authority, must be deposited at the principal office of the Company at 19th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting.
3. A form of proxy for the meeting will be enclosed with the annual report.
4. The register of members of the Company will be closed from Tuesday, 13th May, 2003 to Monday, 19th May, 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 12th May, 2003.
5. With reference to the Ordinary Resolutions sought in items 5.A. and 5.B. of this notice, the directors wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Company. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate will be despatched to shareholders together with the annual report.

附註：

1. 凡有權出席上述通告召開之大會及於會上投票之本公司股東均有權委任一位或多位代表出席及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同經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授權書或授權文件之副本，須於大會指定舉行時間四十八小時前送達本公司主要辦事處香港中環雲咸街40-44號雲咸商業中心十九樓，方為有效。
3. 一份大會之代表委任表格將隨附於年報內。
4. 本公司將於二零零三年五月十三日(星期二)至二零零三年五月十九日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續，藉以確定有權收取待大會通過之末期股息及於會上投票之股東名單。所有過戶文件連同有關股票，須於二零零三年五月十二日(星期一)下午四時前，一併送抵本公司之香港股份過戶登記處香港中央證券登記有限公司(地址為香港皇后大道東一八三號合和中心一七一二至一七一六室)辦理股份過戶登記手續。
5. 就本通告第五A項及第五B項普通決議案，董事欲聲明，彼等現時無意發行本公司新股份或購回任何現有股份，聯交所上市規則規定回購授權所需寄予各股東之說明函件，將連同本公司之年報一併寄予股東。