

Notice of Annual General Meeting

股東週年大會通告

茲通告本公司謹訂於二零零三年五月二十九日星期四上午十時三十分假座香港灣仔港灣道一號會展廣場西南座皇朝會七樓會議室舉行股東週年大會，以處理下列事宜：

1. 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賬目，董事會報告及核數師報告。
2. 重選退任董事及授權本公司董事會釐定董事之酬金。
3. 議定董事人數之上限為十二名，並授權本公司董事會在該限額內委聘新董事。
4. 續聘羅兵咸永道會計師事務所為來年度之核數師及授權本公司董事會釐定彼等之酬金。
5. 作為特別事項，考慮並酌情通過（不論作出修訂與否）以下決議案為普通決議案：

「動議：

待香港聯合交易所有限公司（「聯交所」）上市委員會批准根據新購股權計劃（其副本已提呈大會並已由大會主席簽署以資識別）（「新計劃」）可予授出之購股權獲行使時將予發行本公司股本中之股份上市及買賣後，

- (a) 批准及採納新計劃之規則，並授權本公司董事會：
 - (i) 管理新計劃，據此將向合資格人士授出購股權以認購本公司之股份；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of the Company will be held at The Board Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 29 May 2003 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2002.
2. To re-elect the retiring directors and to authorize the Directors of the Company to fix the remuneration of directors.
3. To fix a maximum number of directors at 12 and to authorize the Directors of the Company to appoint additional directors up to such maximum number.
4. To re-appoint Messrs. PricewaterhouseCoopers as the Auditors for the ensuing year and to authorize the Directors of the Company to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

“THAT

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the shares in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the new share option scheme, a copy of which is produced to this Meeting and signed by the Chairman of this Meeting for the purpose of identification (the “New Scheme”),

- (a) the rules of the New Scheme be and are hereby approved and adopted and that the Directors of the Company be and are hereby authorized:
 - (i) to administer the New Scheme under which the options will be granted to eligible persons under the New Scheme to subscribe for shares in the Company;

(ii) 不時修改及／或修訂新計劃之規則，惟有關修改及／或修訂須根據新計劃內有關修改及／或修訂之條文作出；

(iii) 不時發行及配發根據新計劃項下之購股權獲行使時可予發行該等數目之本公司股份，而該發行及配發須受聯交所證券上市規則（「上市規則」）限制；

(iv) 進行實施新計劃可能需要或適當之一切事情及行動；及

(b) 待新計劃成為無條件後，本公司於一九九三年九月三十日採納之現有購股權計劃（「現有計劃」）將終止運作，且不會根據現有計劃授出其他購股權，惟現有計劃之條文在所有其他方面維持有效，以使先前根據現有計劃之條文而授出之任何購股權獲得行使，或按其條文所需之其他事宜有效，而根據現有計劃，於上述終止前授出之任何購股權（如有的話）應繼續有效及可予行使。」

6. 作為特別事項，考慮並酌情通過（不論作出修訂與否）以下決議案為普通決議案：

「動議：

(a) 在下文6(c)段之規限下，一般性及無條件批准本公司董事會於有關期間（定義見下文6(d)段），行使本公司之一切權力以配發、發行及處理本公司股本中之額外股份，及訂立或發出可能需行使此等權力之售股建議、協議及購股權；

(ii) to modify and/or amend the rules of the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendment;

(iii) to issue and allot from time to time such number of the shares in the Company as may be required to be issued pursuant to the exercise of the options under the New Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules");

(iv) to do all such things and acts as may be necessary or desirable to implement the New Scheme; and

(b) upon the New Scheme becoming unconditional, the operation of the existing share option scheme (the "Existing Scheme") of the Company adopted on 30 September 1993 be terminated and that no further options will be granted under the Existing Scheme but in all other respects the provisions of the Existing Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Scheme and options (if any) granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Scheme."

6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

"THAT

(a) subject to paragraph 6(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of 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) 上文6(a)段之批准將授權本公司董事會於有關期間訂立或發出可能需於有關期間結束後始行使此等權力之售股建議、協議及購股權：

(c) 本公司董事會依據上文6(a)及6(b)段之批准所配發或同意有條件或無條件配發(不論其為依據購股權所配發者與否)之股本面值總額，不得超過(aa)本公司於本決議案通過當日之已發行股本面值總額百分之二十，及(bb)(如本公司董事會獲本公司股東另行通過普通決議案授權)本公司在通過是項決議案後購回之本公司股本面值總額(上限為相等於通過本決議案之日期本公司已發行股本面值總額百分之十)二者總和，惟因(i)配售新股(定義見下文6(d)段)，或(ii)按照本公司發行之任何認股權證或可兌換為本公司股份之任何證券之條款行使認購或兌換權，或(iii)按當時所採納之任何優先購股計劃或就向本公司及/或其任何附屬公司之行政人員及/或僱員授予或發行股份及/或可認購本公司股份之權利而採納之類似安排所發行者，或(iv)以配發股份代替就本公司股份派發之全部或部份股息之任何以股代息或類似安排除外；上述6(a)及6(b)段授予本公司董事會之批准須以此數額為限；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列任何一項最早日期止之期間：

(i) 本公司下屆股東週年大會結束之日；

(b) the approval in paragraph 6(a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(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 paragraphs 6(a) and 6(b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph 6(d) below) or (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 shares of the Company or (iii) an issue of shares under any 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 or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company, shall not exceed the aggregate of (aa) 20 per cent. of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum amount equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution) and the said approval to the Directors of the Company in paragraphs 6(a) and 6(b) above shall be limited accordingly; and

(d) 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) 依法例規定本公司須予召開下屆股東週年大會之期限屆滿之日；或

(iii) 股東於股東大會上通過普通決議案撤銷或更改本決議案之授權；及

「配售新股」指本公司董事會於指定期間內，向於指定記錄日期名列股東名冊之股東按彼等於當日之持股比例提呈發售股份或其他證券之建議（惟本公司董事會有權就零碎股權或任何認可管制機構或任何證券交易所之法律限制或責任，作出其認為必要或權宜之豁免或其他安排）。

7. 作為特別事項，考慮並酌情通過（不論作出修訂與否）以下決議案為普通決議案：

「動議：

- (a) 在下文7(c)段之規限下，一般性及無條件批准本公司董事會於有關期間（定義見下文7(d)段），按照所有適用法例及／或不時修訂之上市規則或任何其他證券交易所證券上市規則之規定並在其規限下，行使本公司所有權力在聯交所或本公司證券上市所在且獲香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回本公司之股份（包括可贖回股份）；
- (b) 上文7(a)段之批准將授權本公司董事會於有關期間以由本公司董事會釐定之價格為本公司購回其本身之股份；

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares or other securities open for a period fixed by the Directors of the Company to the shareholders on the register on a fixed record date in proportion to their shareholdings 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 any recognized regulatory body or any stock exchange).”

7. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph 7(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 7(d) below) of all the powers of the Company to repurchase its own shares (including redeemable shares) on 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 in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 7(a) above shall authorize the Directors of the Company during the Relevant Period to procure the Company to repurchase its own shares at a price determined by the Directors of the Company;

(c) 本公司依據上文7(a)段購回之股本面值總額，不得超過本公司於本決議案通過當日之已發行股本面值總額百分之十，而上文7(a)及(b)段授予本公司董事會之批准亦須受此數額限制；

(d) 就本決議案而言：

「有關期間」指由本決議案通過當日至下列任何一項最早日期止之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 依法例規定本公司須予召開下屆股東週年大會之期限屆滿之日；或
- (iii) 股東於股東大會上通過普通決議案撤銷或更改本決議案之授權。」

8. 作為特別事項，考慮並酌情通過（不論作出修訂與否）以下決議案為普通決議案：

「動議在通過上文第7項決議案後，授權本公司董事會將按照上文第7項決議案所述由本公司購回本公司股本中之股份面值總額，加上本公司董事會依據上文第6項決議案可配發之股本面值總額，惟本公司購回之股本面值總額不得超過本公司於本決議案通過日期之已發行股本面值總額百分之十。」

(c) the aggregate nominal amount of share capital repurchased by the Company pursuant to paragraph 7(a) above shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution and the said approval to the Directors of the Company in paragraphs 7(a) and 7(b) above shall be limited accordingly;

(d) 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 expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

“THAT conditional upon Resolution No. 7 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution No. 7 above shall be added to the aggregate nominal amount of share capital that may be allotted by the Directors of the Company pursuant to Resolution No. 6 above, 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 passing this Resolution.”

9. 處理任何其他事項。

承董事會命
王幸東
董事總經理

香港，二零零三年四月二十四日

附註：

1. 凡有權出席上述大會及投票之股東，均有權委派一位或多位代表代其出席及在以數票形式進行投票時代表其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同授權簽署該表格之授權書或其他授權文件（如有）或經由公證人簽署證明之該等授權書或授權文件副本，須於大會或續會之指定舉行時間四十八小時前送達本公司之主要營業地點，地址為香港九龍尖沙咀漆咸道南79號中國五礦大廈18樓，方為有效。
3. 本公司將由二零零三年五月二十三日星期五至二零零三年五月二十九日星期四止（包括首尾兩日）期間暫停辦理股份過戶登記手續。如欲出席上述通告召開之股東大會，所有股票連同已填妥之過戶表格（附於股票背頁或分開遞交）最遲須於二零零三年五月二十二日星期四下午四時正交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心19樓1901-5室。

9. To transact any other business.

By order of the Board
Wang Xingdong
Managing Director

Hong Kong, 24 April 2003

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a 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 of attorney or authority, must be deposited at the Company's principal place of business in Hong Kong at 18th Floor, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
3. The Register of Members will be closed from Friday, 23 May 2003 to Thursday, 29 May 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the Meeting convened by the above, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company's Hong Kong Branch Registrars, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 22 May 2003.