

## NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held at 1/F, Forefront Cyber Centre, 9 Fui Sha Wai Lane, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong on Friday, 23rd May 2003 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December 2002;
2. To elect directors and to authorise the board of directors to fix their remuneration;
3. To appoint auditors and to authorise the board of directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass 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 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 authorise 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;

**茲通告**本公司謹訂於二零零三年五月二十三日(星期五)下午四時正假座香港新界元朗條人新村灰沙圍里9號福方數碼中心1字樓召開股東週年大會，以處理以下事項：

1. 省覽截至二零零二年十二月三十一日止年度之經審核財務報表及董事會與核數師報告；
2. 選舉董事及授權董事會釐定其袍金；
3. 委聘核數師及授權董事會釐定其酬金；
4. 作為特別事項，以考慮及酌情通過下列決議案為普通決議案：

A. **「動議：**

- (a) 受(c)段所規範，一般及無條件批准本公司董事於有關期間行使本公司全部權力以配發、發行及出售本公司股本中的額外股份及提出及授出的提呈或需行使該等權力的建議，協議及認購權；
- (b) 上文(a)段之批准將授權本公司董事於有關期間內提出或授出需要於有關期間結束後行使該等權力之建議、協議及認購權；

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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 of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date 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 passing of this resolution until whichever is the earlier 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 Memorandum and Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(c) 本公司董事依據上文(a)段之批准而配發或有條件或無條件同意將予配發(不論是否依據認購權或其他原因配發)之股本面值總額,不得超過於本決議案通過當日,本公司已發行股本面值總額之20%;惟根據本公司供股或以股代息計劃或行使本公司根據購股權計劃授出的認購權者除外,上述批准亦須受此數額限制;及

(d) 就本決議案而言:

「有關期間」指由本決議案通過之日至下列較早發生者之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 本公司的公司組織章程大綱及公司組織章程細則或任何適用法例規定本公司須召開下一屆股東週年大會之期限屆滿時;及
- (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;及

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“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:**

(a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

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

「供股」乃指本公司董事在指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例提出售股建議（惟本公司董事可能會就零碎股權或由於任何地區之法例或香港以外其他地區之任何認可監管機構或任何證券交易所之規定而產生之任何限制或責任作出彼等認為必須或權宜之豁免或其他安排）。」

**B. 「動議：**

(a) 一般及無條件批准本公司董事於有關期間行使本公司全部權力，遵照並依據所有適用法例購回其本身的股份；

(b) 本公司根據上文(a)段之批准而於有關期間購回本公司股本面值總額不得超過於本決議案通過當日，本公司已發行股本面值總額之10%；上述批准亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列較早發生者之期間：

(i) 本公司下屆股東週年大會結束時；

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- (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 to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT:**  
conditional upon resolution no. 4B 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 as mentioned in resolution no. 4B 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 no. 4A above.”

By Order of the Board  
**Lai Yick Fung**  
Company Secretary

Hong Kong, 24th April 2003

*Head and Principal Place of Business*  
1/F, Forefront Cyber Centre  
9 Fui Sha Wai Lane,  
Tong Yan San Tsuen, Yuen Long,  
New Territories, Hong Kong

- (ii) 本公司章程細則及任何適用法例規定本公司須召開下一屆股東週年大會之期限屆滿時；及

- (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。」

C. 「**動議：**  
待上文所載第4B項決議案獲通過後，由本公司依據上文所載第4B項決議案批准授予董事權力購回本公司股本之股份數目面值總額將加在依據上文第4A項決議案所載由本公司董事可能配發或有條件或無條件同意將予配發之股本面值總額之上。」

承董事會命  
公司秘書  
**賴益豐**

香港，二零零三年四月二十四日

*總辦事處暨主要營業地點*  
香港新界  
元朗唐人新村  
灰沙圍里9號  
福方數碼中心1字樓

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### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and vote on his 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 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Concerning Resolution No. 4A above, approval is being sought from members as a general mandate in compliance with the Listing Rules of The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 percent of the issued share capital.

### 附註：

1. 任何有權出席大會及在會上投票之股東均有權委任一位或(倘持有兩股股份或以上者)多位代表出席大會及代其投票。受委代表毋須為本公司股東。
2. 填妥之代表委任表格連同已簽署之授權書或其他授權文件(如有)，或經公證人簽署證明之該授權書副本，須於大會或其任何續會指定舉行時間四十八小時前，送回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，方為有效。
3. 就有關上述第4A項決議案，已向股東尋求作為一般授權的批准，以便遵守香港聯合交易所有限公司之上市規則，確保當需要發行最多達本公司已發行股本之20%的任何股份時，董事能靈活及酌情地執行。