

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Man Yue International Holdings Limited (“the Company”) will be held at 16th Floor, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong on Tuesday, 27th May 2003 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December 2002;
2. To re-elect Mr. Li Sau Hung, Eddy as independent non-executive Director;
3. To fix independent non-executive directors’ remuneration;
4. To fix the maximum number of directors at 10;
5. To authorise the board of directors to appoint additional directors up to the maximum fixed by the shareholders of the Company;
6. To re-appoint Messrs Ernst & Young as auditors and authorise the board of directors to fix their remuneration;
7. As special business to consider, and if thought fit, pass the following resolutions as Ordinary Resolutions:

“A. **THAT:**

- (i) subject to paragraph A(iii) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 in the capital of the Company and to make or grant offers, agreements

茲通告萬裕國際集團有限公司(「本公司」)謹訂於二零零三年五月二十七日(星期二)下午三時正假座香港柴灣嘉業街十號益高工業大廈十六樓舉行股東週年大會，商討以下事項：

1. 省覽本公司截至二零零二年十二月三十一日止年度經審核之帳目及董事會與核數師報告書；
2. 重新委任李秀恒先生為獨立非執行董事；
3. 釐定獨立非執行董事之酬金；
4. 固定董事會最高人數為十名；
5. 授權董事會委任額外之董事，惟以本公司的股東決定之最高人數為限；
6. 重新委任安永會計師事務所為核數師及授權董事會釐定其酬金；
7. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「A. **動議：**

- (i) 受下列A(iii)段所述規限下，並依據香港聯合交易所有限公司之證券上市條例之規限，一般性及無條件批准本公司董事在有關期間(定義見下文)內行使本公司一切權力，發行、配發及處理本公司股本中之額外股份，及作出

and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph A(i) above shall be in addition to any other authorisation given to the directors of the Company and 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;
- (iii) 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(i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of options granted under the Share Option Scheme (as defined below) or (c) any scrip dividend scheme or similar arrangements, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph A(i) above shall be limited accordingly; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;

或授予就行使該等權力之售股建議、協議及認股權；

- (ii) 上文A(i)段之批准並不包括本公司董事已獲授之其他權限內，授權本公司董事於有關期間內作出或授予須於有關期間終結後行使該等權力之售股建議、協議及認購權；
- (iii) 本公司董事依據上文A(i)段之批准所配發或有條件或無條件同意配發(不論其為依據認購權所配發與否)之股本面值總額，除因(a)配售新股(定義見下文)，(b)依據本公司之購股權計劃(定義見下文)而授予之認股權獲行使，及(c)任何以股代息計劃或類似的安排，不得超過本公司於此動議通過時之已發行股本面值總額之20%，而上述A(i)段所述之權力亦須受此限制；及
- (iv) 就本決議案而言；

[有關期間]是指由本決議案通過之日至下列各種事項中之最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；

- (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company's bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear 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 applicable to the Company.

"Share Option Scheme" means the employee share option scheme adopted by the Company on 13th February, 1997 pursuant to which the Company may grant to employees of the Company and its subsidiaries options to subscribe for shares in the capital of the Company.

- (b) 依據百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (c) 本決議案所述給予之授權經本公司股東於大會上以普通決議案予以撤銷或更改之日。

「配售新股」指在本公司董事指定之期間，向於指定記錄日期名列本公司股東名冊之股東按其當時持股比例配售本公司股份。惟董事有權就零碎股份或任何適用於本公司之法例或當地任何認可監管機構及證券交易所之規定所引致之任何限制或責任而必須或權宜取消若干股東在此方面之權利或作出其他安排。

「購股權計劃」指本公司於一九九七年二月十三日實行之員工購股權計劃。按此計劃，本公司可授予本公司及其附屬公司之僱員認購權以認購本公司之股份。

B. THAT:

- (i) subject to paragraph B(iii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own issued shares on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose on the terms and subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any applicable laws and requirements of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph B(i) above shall be in addition to any other authorisation given to the directors of the Company;
- (iii) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph B(i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph B(i) above shall be limited accordingly; and

B. 動議：

- (i) 於下列B(iii)項之規限下，一般性及無條件批准本公司董事在有關期間(定義見下文)內行使本公司一切權力，且根據香港聯合交易所有限公司(「聯交所」)之證券上市條例或任何其他證券交易所之任何適用之規則及要求(經不時修訂)，在聯交所或任何其他可供本公司證券上市並就此獲香港證券及期貨監察委員會及聯交所認可之證券交易所購回本公司已發行之股份；
- (ii) 上文B(i)段之批准並不包括在本公司董事已獲授之其他權限內；
- (iii) 本公司根據上文B(i)段之批准購回或有條件或無條件購回本公司股份之面值總額，不得超過本公司於此動議通過時之已發行股本面值總額之10%，而上文B(i)段之權力亦須受此限制；及

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by the shareholders of the Company by way of ordinary resolution in general meeting.

C. **THAT:**

Conditional upon the passing of resolutions numbered 7A and 7B set out above, the aggregate nominal amount of the number of shares which are repurchased by the Company under the authority granted to the directors of the Company in the said resolution numbered 7B shall be added to the aggregate nominal amount of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted

(iv) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列各種事項中之最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；
- (b) 依據百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會期限屆滿之期間；及
- (c) 本決議案給予之授權經本公司股東在大會上以普通決議案予以撤銷或更改之日。

C. **動議：**

待上述決議案7A及7B通過後，本公司董事將根據7B決議案所賦予之權力購回本公司之股份總面額須加入本公司根據7A決議案所配售或有條件或無條件同意配售之股本總

by the directors of the Company pursuant to the said resolution numbered 7A provided that such added amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

面額之內，惟總額不得超過本公司於此動議通過時之已發行股本面值總額之10%。」

By Order of the Board

Ho Wing Kuen

Secretary

承董事會命

秘書

何永權

Hong Kong, 16th April 2003

香港，二零零三年四月十六日

Principal Office:

16th Floor

Yiko Industrial Building

10 Ka Yip Street

Chai Wan

Hong Kong

主要辦事處：

香港

柴灣

嘉業街十號

益高工業大廈

十六樓

Notes:

附註：

- Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
 - In order to be valid, a 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 or authority must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
 - The Register of Members of the Company will be closed from Thursday, 22nd May 2003 to Tuesday, 27th May 2003, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend the meeting all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrars in Hong Kong, Tengis Limited at the above address not later than 4:00 p.m. on Wednesday, 21st May 2003.
- 凡有權出席股東週年大會及投票表決之股東均有權委派一位或多位代表代其出席及於投票表決時代其投票。受委任代表毋須為本公司股東。
 - 填妥之代表委任書連同簽署人之授權書或其他授權文件(指如有而言)或經由公證人簽署證明之授權書或授權文件之副本，必須於大會(或其任何續會)指定舉行時間最少48小時前送達本公司之股份過戶登記處香港分處登捷時有限公司(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。
 - 本公司將由二零零三年五月二十二日(星期四)至二零零三年五月二十七日(星期二)(首尾兩天包括在內)暫停辦理股份過戶登記手續。為確定有權出席股東週年大會，所有過戶表格連同有關股票證書須於二零零三年五月二十一日(星期三)下午四時前送達本公司之股份過戶登記處香港分處登捷時有限公司(地址同上)，辦理過戶登記手續。