

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 Concord Room 2-3, 8/F Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Thursday, 25 September 2003 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 30 April 2003;
2. To elect Directors, to fix the maximum number of Directors, to authorise the Board of Directors to appoint Directors up to the maximum number determined 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; and
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution;

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total 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

茲通告本公司謹訂於二零零三年九月二十五日星期四下午三時正假座香港灣仔港灣道1號香港萬麗海景酒店8樓海景廳2至3室舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二零零三年四月三十日止年度之經審核綜合財務報表及董事會與核數師之報告；
2. 選舉董事、確定董事最高人數、授權董事會委任最多達經確定最高人數之董事及授權董事會釐定彼等之酬金；
3. 委任核數師及授權董事會釐定彼等之酬金；及
4. 考慮作為特別事項，並酌情通過（不論有否修訂）下列決議案為普通決議案：

「動議

- (a) 一般及無條件批准董事根據適用法例於有關期間（定義見下文）內行使本公司一切權力，以購買其股份；
- (b) 本公司根據上文(a)段批准可購買之股份面值總額不得超過本公司於該決議案通過當日已發行股本總面值之10%，且上述批准須相應受限；及

Notice of Annual General Meeting 股東週年大會通告

(c) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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 to be held.”;

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (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

(c) 就本決議案而言，「有關期間」乃指由本決議案獲通過當日起至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 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賦予之權力；及
- (iii) 本公司細則或任何適用法例規定本公司舉行下屆股東週年大會之期限屆滿時。」

5. 考慮作為特別事項，並酌情通過（不論有否修訂）下列決議案為普通決議案：

「動議

- (a) 全面及無條件批准董事於有關期間（定義見下文）行使本公司一切權力發行、配發及處理本公司之額外股份，以及作出或授出將或可能要求於有關期間（定義見下文）內或結束時配發、發行或處理股份之建議、協議及購股權，惟根據(i)供股，即向於指定記錄日期名列股東名冊之本公司各類股份持有人按其當時之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就任何香港以外地域之法例或任何認可監管

Notice of Annual General Meeting 股東週年大會通告

recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) 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 and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total 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

- (b) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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 to be held.”;

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)或(ii)為向本公司及／或其任何附屬公司之高級職員及／或僱員及／或任何合資格承授人根據有關計劃授出或發行股份或購入本公司股份之權利而採納之任何認購計劃或類似安排，或(iii)根據本公司之公司細則以配發股份代替本公司股份之全部或部份股息之任何以股代息計劃或類似安排者除外，將予發行、配發及處理或有條件或無條件同意發行、配發及買賣之額外股份面額總額不得超過本公司於本決議案通過當日已發行之股本面值總額之20%，上述批准亦須相應受限；及

- (b) 就本決議案而言，「有關期間」乃指由本決議案獲通過當日起至下列三者中最早日期止之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 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賦予之權力；及
 - (iii) 本公司細則或任何適用法例規定本公司舉行下屆股東週年大會之期限屆滿時。」

Notice of Annual General Meeting 股東週年大會通告

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to Resolution 5 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 4 pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the existing scheme mandate limit under the share option scheme (“Share Option Scheme”) of the Company adopted pursuant to the resolutions passed by the shareholders at the 2002 Annual General Meeting of the Company held on 26 September 2002 be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (“Refreshed Limit”) and that the directors of the Company be and are hereby authorised to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By Order of the Board
Poon Yu Keung
Company Secretary

Hong Kong, 26 August 2003

6. 考慮並酌情通過(不論有否修訂)下列決議案為普通決議案：

「**動議**擴大根據上文第5項決議案授予本公司董事一般授權，據此授權董事可在其有效期間行使本公司權力發行、配發或買賣額外股份數額，及作出或授出可能要求行使該等權力之建議、同意及購股權，擴大數額為自上文第4項決議案所述該等一般授權授出後本公司董事行使本公司權力購回本公司股本中之股份總面值，惟此等數額不得超過本決議案通過當日本公司已發行股本總面值之10%。」

7. 考慮並酌情通過(不論有否修訂)下列決議案為普通決議案：

「**動議**更新根據本公司股東於二零零二年九月二十六日於二零零二年股東週年大會上通過決議案採納本公司之購股權計劃(「購股權計劃」)之現有計劃授權限制，致使根據購股權計劃或本公司之任何其他計劃之任何購股權獲授出或行使時而將予配發及發行之本公司股本面值總額(不包括根據購股權計劃及本公司之任何其他計劃於先前授出、尚未行使、已註銷、失效或已行使之購股權)，不得超過本決議案通過當日本公司已發行股本總面值之10%(「獲更新限制」)，以及授權本公司董事授出不超過獲更新限制之購股權，並在行使該等購股權時獲授權行使本公司一切權力以配發、發行及處理本公司股份。」

承董事會命
潘汝強
公司秘書

香港，二零零三年八月二十六日

Notice of Annual General Meeting 股東週年大會通告

Notes:

- 1) The Register of Members will be closed from Monday, 22 September 2003 to Thursday, 25 September 2003 (both days inclusive) during which period no transfer of shares will be registered.
- 2) Every member entitled to attend and vote at the 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.
- 3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company's share registrars in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be).
- 4) An explanatory statement containing further details regarding Resolutions Nos. 4 to 7 above will be despatched to shareholders together with the 2003 Annual Report.

附註：

- 1) 本公司將由二零零三年九月二十二日星期一至二零零三年九月二十五日星期四(首尾兩天包括在內)暫停辦理股份過戶登記手續。
- 2) 凡有權出席及在大會上投票之股東可委派一位或多位代表出席及投票，受委代表毋須為本公司股東。
- 3) 本代表委任表格連同經簽署之授權書或其他授權文件(如有)或該等授權書或其他授權文件經核證之副本，最遲須於大會或其任何續會(視情況而定)指定舉行時間48小時前送達本公司之香港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。
- 4) 一份說明書連同二零零三年年報將寄發予股東，說明書載有第4至第7項決議案之進一步詳情。