

NOTICE OF ANNUAL GENERAL MEETING**股東週年大會通告**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of CIL Holdings Limited (the "Company") will be held at Basement Function Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 29 September 2003 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 30 June 2002;
2. To re-elect Directors and to authorise the Board of Directors to fix Directors' remuneration;
3. To re-appoint Auditors and to authorise the Board of Directors to fix Auditors' remuneration;
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 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 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 this Resolution, and the said approval shall be limited accordingly; and

茲通告華建控股有限公司（「本公司」）謹訂於二零零三年九月二十九日上午九時正假座香港灣仔告士打道72號六國酒店低層宴會廳 I 召開本公司股東週年大會，以討論下列事項：

1. 省覽截至二零零二年六月三十日止年度之經審核財務報表及董事會報告及核數師報告；
2. 重新選舉董事，並授權董事會釐定董事之酬金；
3. 委任核數師，並授權董事會釐定核數師之酬金；
4. 作為特別事項考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

[動議：

- (a) 無條件授予董事會一般性權力，在符合適用法例之情況下，於有關期間行使本公司之一切權力，以購回其股份；
- (b) 根據上文(a)段之批准所購回之股份面值總額，須不超過本公司於本決議案通過當日之已發行股本面值總額之10%，而上述批准亦須受此數額限制；及

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- (c) for the purpose 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 revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meeting; 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 the laws of Bermuda 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 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 be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to 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

- (c) 就本決議案而言，「有關期間」乃指本決議案通過之日至下列任何一項較早發生之日期：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 本決議案授出之權力經由股東在股東大會通過普通決議案予以撤銷或修訂之日；及
 - (iii) 本公司之公司細則或百慕達法例規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

5. 作為特別事項考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 無條件授予董事會一般性權力，於有關期間行使本公司之一切權力以發行、配發及處理本公司之額外股份，並訂立或授予或需在有關期內或結束後配發、發行或處理股份之售股建議、協議及優先認股權；惟除根據配售新股（指本公司向於指定記錄日期之股東按其當時持股比例提出售股建議（惟董事會可就零碎股份或由於任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之限制或責任，作出認為必須或權宜之豁免或其他安排）或當時所採納之任何優先認股計劃或類似安

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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) or 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 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 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 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 earlier 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 of the shareholders in general meeting; 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 the laws of Bermuda to be held;" and

排，向本公司及／或其任何附屬公司之行政人員及／或僱員授出或發行股份或可認購本公司股份之權利或依照本公司細則實行之任何以股代息計劃或類似安排，以配發股份代替本公司股份之全部或部份股息外，所發行、配發、處理或同意有條件或無條件發行、配發或處理之額外股份面值總額，須不超過於本決議案通過當日本公司已發行股本面值總額20%，而上述批准亦須受此數額限制；及

- (b) 就本決議案而言，「有關期間」乃指本決議案通過之日至下列任何一項較早發生之日期：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 本決議案授出之權力經由股東在股東大會通過普通決議案予以撤銷或修訂之日；及
 - (iii) 本公司之公司細則或百慕達法例規定本公司須舉行下屆股東週年大會期限屆滿之日。」；及

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6. To consider as Special Business 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 allot 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 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.”

By Order of the Board
Chiu King Hoi, Anthony
Company Secretary

Hong Kong, 27 August 2003

6. 作為特別事項考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議擴大根據上文第五項決議案授予本公司董事會之一般性權力，於當時可行使本公司之權力，以配發股份及訂立或授予或需行使該項權力之售股建議、協議及優先認股權；所擴大數額包括自根據本公司董事會行使本公司權力以購回該等股份而授出之一般性權力以來，本公司所購回之本公司股本中股份面值總額；惟該數額須不超過本公司於本決議案通過日期已發行股本面值總額之10%。」

承董事會命
公司秘書
趙景開

香港，二零零三年八月二十七日

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1. The Register of Members of the Company will be closed from 26 September 2003 to 29 September 2003 (both days inclusive) during which period no transfer of shares will be effected.
2. A Member may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. 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 lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at 28/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting.

附註：

1. 本公司將由二零零三年九月二十六日至二零零三年九月二十九日（首尾兩日包括在內）暫停辦理股份過戶登記手續。
2. 股東均可委任一位以上人士為其代表，並代其投票。受委任人士毋須為股東。如委任一位以上人士為代表，則須註明每位受委任人士所代表之有關股份數目與類別。
3. 代表委任表格連同經簽署之授權書或其他授權文件（如有）或該等授權書或授權文件經由公證人簽署證明之副本最遲須於大會指定舉行時間前48小時一併交回香港灣仔告士打道56號東亞銀行港灣中心28樓本公司在香港之股份過戶登記處登捷時有限公司，方為有效。