

Notice of Annual General Meeting

股東週年大會通告

茲通告本公司謹定於二零零三年十一月二十六日正午十二時正假座香港新界葵涌大連排道192至200號偉倫中心第二期18樓舉行股東週年大會，以處理下列事項：

1. 省覽截至二零零三年六月三十日止年度之經審核綜合財務報告及董事會與核數師報告。
2. 重選退任董事及授權董事會釐定董事酬金。
3. 重新聘任核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列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」）上市委員會批准因行使根據本公司新購股權計劃（「新購股權計劃」）（新購股權計劃載於提呈大會並經大會主席簽署以資識別之「A」文件內）授出之任何購股權而將予發行之本公司股本中每股面值港幣0.02元股份（「股份」）上市及買賣後，批准及採納新購股權計劃，並授權本公司董事會（「董事會」）行使促使新購股權計劃全面生效而可能屬必需或權宜之一切行動及訂立一切交易、安排及協議，當中包括但不限於：

- (a) 管理新購股權計劃，據此購股權將根據新購股權計劃授予合資格參與人以認購股份；

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 26th November 2003 at 12:00 noon for the following purposes:

1. to receive and consider the audited consolidated financial statements of accounts and the reports of the Directors and Auditors for the year ended 30th June 2003.
2. to re-elect retiring Directors and authorise the board to fix the Directors' remuneration.
3. to re-appoint Auditors and authorise the board to fix their remuneration.
4. as special business to consider and, if thought fit, pass 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 approval of the listing of, and permission to deal in, any shares of HK\$0.02 each in the capital of the Company (the “Share”) to be allotted and issued pursuant to the exercise of options that may be granted under the new share option scheme of the Company (the “New Share Option Scheme”) (the New Share Option Scheme is contained in the document marked “A” produced to the meeting and for the purpose of identification signed by the Chairman of the meeting) the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company (the “Board”) be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation;

- (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;

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- (b) 不時修改及／或修訂新購股權計劃，惟該等修改及／或修訂須根據新購股權計劃中有關修改及／或修訂之條文執行；
- (c) 在聯交所證券上市規則所規限下，不時配發及發行因行使根據新購股權計劃授出之購股權可能需要配發及發行之若干股份數目；
- (d) 在適當時候向聯交所申請批准因行使根據新購股權計劃授出之購股權而不時配發及發行之任何股份上市及買賣；及
- (e) 如認為合適及權宜，同意有關機關就新購股權計劃可能規定及施加之條件、修訂及／或改動。」
5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：
- 「**動議**待上文所載第4項普通決議案通過後，終止本公司唯一股東於一九九九年六月二十八日正式通過決議案為本公司及其附屬公司全職僱員（包括本公司及其附屬公司任何執行董事）採納之現有購股權計劃，並即時生效。」
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (c) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
- (d) to make application at the appropriate time or times to the Stock Exchange for the listing of and permission to deal in any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”
5. as special business to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:
- “**THAT** conditional upon the passing of the Ordinary Resolution set out in 4 above, the existing share option scheme for the full-time employees of the Company and its subsidiaries (including any executive director of the Company and its subsidiaries) which was adopted by a resolution duly passed by the sole shareholder of the Company on 28th June 1999 be and is hereby terminated with immediate effect.”

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6. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議：

- (a) 在本決議案(c)段規限下，一般及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文）內行使本公司一切權力配發、發行及處理本公司股本中之額外股份，以及作出或授予可能須行使該等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述之批准授權董事會於有關期間內作出或授予可能須於有關期間終結後始行使該等權力之售股建議、協議及購股權；
- (c) 董事會根據本決議案(a)段所述批准所配發或同意有條件或無條件配發（不論是否根據購股權或其他方式而配發）之股份總面值（並非根據(i)配發新股（定義見下文）或(ii)行使任何根據當時就向本公司及／或其任何附屬公司之高級職員及／或僱員授予或發行可認購本公司股份之購股權或購入本公司股份之權利而採納之購股權計劃或類似安排所授購股權），不得超過本公司於通過本決議案當日之已發行股本總面值20%，而上述批准須受相應限制；及

6. as special business to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined 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 powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers 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 pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below): or (ii) the exercise of 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, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

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(d) 就本決議案而言：

「有關期間」指由通過本決議案之日至下列三者之最早日期終止期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依據本公司細則或任何百慕達適用法例規定本公司必須舉行下屆股東週年大會之指定期限屆滿之日；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案給予之授權之日。

「配售新股」指董事會於其指定之期間內，向於指定記錄日期名列股東名冊之本公司股份持有人或某類別股份持有人按彼等當時之持股比例或其於某類別股份中之持股比例提呈發售本公司股份或其他證券（惟董事會有權就零碎權益或就顧及中華人民共和國香港特別行政區以外地區之法例；或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而作出彼等認為必須或恰當之豁免或其他安排）。

(d) for the purposes 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 the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China).”

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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：

「動議：

(a) 在(b)段規限下，全面及無條件批准董事會於有關期間(定義見下文)內行使本公司一切權力購回本公司股本中之股份；

(b) 根據(a)段之批准本公司於有關期間內所購回或同意有條件或無條件購回之本公司股本之總面值不得超過本公司於通過本決議案當日之已發行股本總面值之10%，而上述批准須受相應限制；及

(c) 就本決議案而言：

「有關期間」指由通過本決議案之日起至下列三者之最早日期終止期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 依據本公司細則或任何百慕達適用法例規定本公司必須舉行下屆股東週年大會之指定期限屆滿之日；及

(iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案給予之授權之日。」

7. as special business to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

(a) subject to sub-paragraph (b), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditional approved;

(b) the aggregate nominal amount of share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in sub-paragraph (a) during the Relevant Period 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 and the said approval shall 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 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 the Bye-laws of the Company or any applicable laws of Bermuda to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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8. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

「動議待上文所載第6項及第7項普通決議案獲通過後，本公司於通過本決議案當日之後所購回本公司股份之總面值(如上文第7項普通決議案所載，最多為本公司股本總面值之10%)，須加入根據上文所載第6項普通決議案由董事配發或同意有條件或無條件配發之股本之總面值。」

承董事會命
陳孝泉
公司秘書

香港，二零零三年十月二十日

附註：

- (1) 任何有權出席本公司股東週年大會並於會上投票之股東均可委派另一人作為其代表，代其出席及投票。持有股份兩股或超過兩股之股東可委派超過一名代表，代其於本公司股東週年大會上投票。受委代表毋須為本公司股東。
- (2) 依照表上刊印指示填妥之代表委任表格及經簽署之授權書或其他授權文件(如有)，或由公證人簽署證明之授權書或授權文件副本，最遲須於本公司股東週年大會(或其續會)指定舉行時間48小時前交回本公司於香港之主要營業地點，地址為香港新界葵涌大連排道192至200號偉倫中心第二期18樓，方為有效。
- (3) 一份有關上文第7項普通決議案要求授予購回股份一般授權之說明函件，將會連同本公司截至二零零三年六月三十日止年度之年報一併寄予股東。

8. as special business to consider and, if thought fit, pass the following resolutions as an Ordinary Resolution:

“**THAT** conditional upon the passing of the Ordinary Resolutions set out in 6 and 7 above, the aggregate nominal amount of the shares of the Company which are purchased by Company after the date of the passing of this Resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company as stated in the Ordinary Resolution set out in 7) 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 pursuant to the Ordinary Resolution set out in 6 above.”

By Order of the Board
Chan Hau Chuen
Company Secretary

Hong Kong, 20th October 2003

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting of the Company. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, and 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 principal place of business of the Company in Hong Kong situated at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting of the Company or any adjournment thereof.
- (3) An explanatory statement regarding the general mandate for the purchase of shares sought in the Ordinary Resolution set out in 7 above will be circulated together with the annual report of the Company for the year ended 30th June 2003 to the members of the Company.