

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

茲通告永利控股有限公司(「本公司」)謹訂於二零零四年一月十六日上午九時正假座香港九龍尖沙咀海港城馬哥孛羅酒店六樓風水廳舉行截至二零零三年九月三十日止財政年度之股東週年大會，藉以處理下列一般事項：

1. 省覽截至二零零三年九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. 宣派末期股息。
3. 重選董事及授權董事會釐定其酬金。
4. 委聘核數師及授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過(不論有否修訂)下列決議案為普通決議案：

A. 「動議：

- (a) 在本決議案(c)段之規限下，一般及無條件批准本公司董事於有關期間行使本公司一切權力，以配發、發行及處理本公司股本中之額外股份，及訂立或授出可能須行使該項權力之售股建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wing Lee Holdings Limited (the "Company") for the financial year ended 30 September 2003 will be held at Marco Polo Hong Kong Hotel, Fung Shui Room, 6/F, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on 16 January 2004 at 9:00 a.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 September 2003.
2. To declare a final dividend.
3. To re-elect directors and authorise the board of directors to fix their remuneration.
4. To appoint auditors and authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolution:

A. "THAT:

- (a) subject to paragraph (c) of this Resolution, 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 powers be and is hereby generally and unconditionally approved;

- (b) 本決議案(a)段所述之批准乃授權本公司董事於有關期間內訂立或授予可能須於有關期間屆滿後行使該等權力之售股建議、協議及購股權；
- (c) 本公司董事根據本決議案(a)段之批准予以配發或同意有條件或無條件予以配發(不論根據購股權或其他方式而配發者)之股本面值總額，不得超過本決議案獲通過當日之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，惟就(i)配售新股；(ii)根據本公司發行之任何認股權證或可兌換為本公司股份之任何證券之條款行使認購或兌換權；(iii)行使當時為向本公司及／或其任何附屬公司之行政人員、僱員或其他合資格參與者授出或發行股份或可購買本公司股份之權利而採納之購股權計劃或類似安排而授予之購股權或(iv)根據本公司之公司細則以配發股份取代全部或部分就本公司股份派付之現金股息之以股代息或類似安排而配發之股份除外；及
- (b) the approval in paragraph (a) of this Resolution 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 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 of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the said approval shall be limited accordingly; and

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日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；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿；及
- (iii) 本決議案所載之授權遭本公司之股東於股東大會上以普通決議案撤銷或修訂之日；及

「配售新股」指於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本公司股份或其任何類別股份之持有人按彼等當時之持股比例發售本公司之股份或其他證券（惟本公司董事有權就零碎股權，或在顧及中華人民共和國香港特別行政區以外任何地區之法例或當地任何認可管制機構或任何證券交易

(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 bye-laws of the Company or any applicable law to be held; and
- (iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company 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 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

所之規定而產生之限制或責任後，作出其認為必要或權宜之取消或其他安排)。」

recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People's Republic of China).”

B. 「動議：

- (a) 在本決議案(b)段之規限下，一般及無條件批准本公司董事於有關期間行使本公司一切權力，以便根據一切適用法例及規定並在其規限下於香港聯合交易所有限公司(「聯交所」)或本公司股份可能上市並獲香港證券及期貨事務監察委員會及聯交所就此而言認可之其他證券交易所購回本公司之股份；
- (b) 本公司根據本決議案(a)段之批准可購回之本公司股份面值總額，不得超過本公司於本決議案獲通過當日之已發行股本面值總額10%，而上述批准亦須受此數額限制；及

B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or 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, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. 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) 就本決議案而言：

「有關期間」指由本決議案獲通過當日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；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿；及
- (iii) 本決議案所載之授權遭本公司之股東於股東大會上以普通決議案撤銷或修訂之日。」

C. 「動議待上文所載之決議案A及決議案B獲通過後，將本公司根據上文決議案B授予本公司董事之授權所購回之本公司股份面值總額，加入本公司董事根據上文決議案A予以配發或同意有條件或無條件予以配發之本公司股本面值總額。」

承董事會命  
公司秘書  
陳國安

香港，二零零三年十二月十九日

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

C. “THAT conditional upon Resolutions A and B set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in Resolution B above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution A above.”

By Order of the Board  
**Chan Kwok On**  
Company Secretary

Hong Kong, 19 December 2003

附註：

1. 凡有權出席上述通告召開之大會並於會上投票之股東均可委派一位人士代表出席大會，並於投票表決時代其投票。受委代表毋須為本公司股東。
2. 代表委任表格必須由授權人或獲其以書面正式授權之代理人親筆簽署。倘授權人為一家公司，則代表委任表格上須蓋上公司印鑑，或經由公司負責人、代理人或其他獲授權簽署之人士親筆簽署。
3. 代表委任表格連同簽署人之授權書或其他授權文件（如有）或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或任何續會之指定舉行時間四十八小時前送達本公司之香港股份登記及過戶分處登捷時有限公司，地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下，方為有效。
4. 股東於交回代表委任表格後，仍可親身出席大會並於會上投票。在此情況下，代表委任表格將被視為已撤回論。
5. 本公司將於二零零四年一月十四日起至二零零四年一月十六日（包括首尾兩日）期間暫停辦理股份過戶登記手續，期間任何股份過戶將不予登記。為符合領取將於股東週年大會上批准之末期股息之資格，股東務須於二零零四年一月十三日下午四時正前將所有過戶文件連同有關股票送交本公司之香港股份登記及過戶分處登捷時有限公司，地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下。

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appoint a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. In order to be valid, the 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 deposited at the Company's branch share registrar in Hong Kong, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from 14 January 2004 to 16 January 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 13 January 2004.