



NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Room 801, 9 Queen's Road Central, Hong Kong on 30 April 2004 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the statement of accounts and the reports of the directors and the auditors for the year ended 31 December 2003.
- (2) To re-elect retiring Directors and to fix their remuneration.
- (3) To re-appoint Auditors and to authorise the board of directors to fix their remuneration.
- (4) To consider and, if thought fit, pass, with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- A. **"THAT** there be granted to the directors of the Company an unconditional general mandate to repurchase shares of HK\$0.05 each in the capital of the Company and that the exercise by the directors of the Company of all powers of the Company to purchase shares of the Company subject to and in accordance with all applicable laws, be and are hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) the aggregate nominal amount of share capital of the Company to be purchased by the directors of the Company during the Relevant Period 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;

茲通告本公司謹訂於二零零四年四月三十日上午十時於香港中環皇后大道中九號八零一室舉行股東週年大會，以處理下列事項：

- (1) 省覽截至二零零三年十二月三十一日止年度賬目報表及董事會與核數師報告。
- (2) 重新選舉告退董事及釐定董事酬金。
- (3) 重新聘任核數師及授權董事會釐定核數師酬金。
- (4) 考慮及酌情通過(無論有否修訂)下列作為普通決議案之決議案：

普通決議案

- A. **「動議**一般及無條件批准無條件授予本公司董事會一般權力以購回本公司股本中每股面值0.05港元之股份，以及本公司董事會依照所有適用之法例及在其規限下行使本公司一切權力以購入本公司之股份，惟須受以下條件限制：
- (a) 該權力不能延至有關期間以後；
 - (b) 本公司董事會於有關期間內購回之股本面值總額不得超過本公司於本決議案日期已發行股本面值總額之10%；



- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing 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 laws of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- B. **“THAT** there be granted to the directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-

- (c) 就本決議案而言：

「有關期間」指由通過決議案日期起至下列三者中之最早日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司細則或百慕達任何適用之法例規定須召開本公司下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案所授予之權力當日。」

- B. 「**動議**無條件授予本公司董事會一般權力以發行、配發及處理本公司股本中之額外股份，並就此訂立或授出建議、協議及購股權（包括認股權證、債券及可轉換股份之公司債券），惟須受下列條件限制：

- (a) 該權力不能延至有關期間以後，惟本公司董事會可於有關期間內訂立或授出或須於有關期間結束後行使該等權力之建議、協議及購股權（包括認股權證、債券及可轉換股份之公司債券）；
- (b) 本公司董事會根據以上(a)分段之批准配發或同意有條件或無條件配發（不論是否依據購股權或其他方式而配發者）及發行之股本面值總額



paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any issue of shares in the Company under 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 shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing this Resolution and the approval granted shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing 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 laws of Bermuda to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

除因(i)供股(定義見下文)；(ii)行使本公司所發行任何認股權證或任何可兌換本公司股份之證券所附認購或換股權；(iii)本公司根據任何目前採納之購股權計劃或類似安排以向本公司及／或其任何附屬公司之高級職員及／或僱員授予或發行股份或供股權；及(iv)任何規定依據本公司不時生效之細則配發股份以代替全部或部份股份股息之以股代息計劃或類似安排外，不得超過本公司於通過本決議案日期已發行股本之面值總額之20%，而授出之批准須因此而受限制；及

(c) 就本決議案而言：

「有關期間」指由通過本決議案日期起至下列三者中之最早日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司細則或百慕達任何適用之法例規定須召開本公司下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案之日。



“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares 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 exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- C. “**THAT**, conditional upon the passing of the Resolutions Nos. A and B above, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the Resolution No. A above shall be added to the aggregate nominal amount of the 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 and in accordance with the Resolution No. B above;”

- (5) To consider and, if thought fit, pass, with or without amendments, the following resolution as Special Resolution:

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company be and are hereby amended in the following manner:—

- (i) Bye-law 76A

by adding the following paragraph immediately after Bye-law 76:

“76A Where any Member is, under the rules, where appropriate, of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only

「供股」指在本公司董事會指定之期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例配售股份之建議（惟本公司董事會有權就零碎股份或香港以外任何地區之任何法律或認可管制機構或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。」

- C. 「**動議**（倘以上A項及B項決議案獲通過）本公司按照及根據以上A項普通決議案購回本公司股本中之股份賬面總值須加入本公司董事會按照及根據以上B項普通決議案可能配發或有條件或無條件同意配發之本公司股本之賬面總值。」

- (5) 以考慮及酌情通過（不論有否修訂）下列決議案為特別決議案：

特別決議案

「**動議**以下列方式修訂本公司之細則：

- (i) 細則第76A條

緊隨細則第76條後加入以下一段：

「76A 根據指定證券交易所之規則（如適用），如任何成員須就任何指定決議案放棄投票或受限制僅可就任何指定決議



against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirements or restriction shall not be counted.”;

(ii) Bye-law 88

by adding the following sentence as last sentence:

“The period for lodgment of the Notice required to in this paragraph will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”;

(iii) Bye-law 103.(1)

by replacing the word “he” in the second line of Bye-law 103.(1) with the words “he or any of his associates (as defined by the rules, where applicable, of the Designated Stock Exchange)”;

(iv) Bye-law 103.(1)(i)

by replacing (a) the word “Director” with the words “Director or his associates (as defined by the rules, where applicable, of the Designated Stock Exchange)” and (b) the word “him” in the second and third lines of Bye-law 103.(1)(i) with words “him or any of them”;

(v) Bye-law 103.(1)(ii)

by replacing the words “the Director has himself” with the words “the Director or his associates (as defined by the rules, where applicable, of the Designated Stock Exchange) has himself/themselves”;

案投贊成票或反對票，則由該成員或代表該成員作出而與上述規定或限制有抵觸之投票將不予計算]；

(ii) 細則第88條

加入以下一句作為最後一句：

「交回本段所規定通知之期限將為不早於寄發有關選舉而召開指定大會之通告後當日至不遲於有關大會之日前7日。」；

(iii) 細則第103.(1)條

以「其或其任何聯繫人士(定義見指定證券交易所之規則(如適用))」等字取代細則第103.(1)條第二行「其一」字；

(iv) 細則第103.(1)(i)條

以(a)「董事或其任何聯繫人士(定義見指定證券交易所之規則(如適用))」等字取代「董事」一詞及(b)「其或其中一位」等字取代細則第103.(1)(i)條第二及第三行「其一」字；

(v) 細則第103.(1)(ii)條

以「董事或其聯繫人士(定義見指定證券交易所之規則(如適用))本身已」等字取代「董事本身已」等字；



(vi) Bye-law 103.(1)(iii)

by replacing the words “the Director is or is to be interested” with the words “the Director or his associates (as defined by the rules, where applicable, of the Designated Stock Exchange) is/are or is/are to be interested”;

(vii) Bye-law 103.(1)(iv)

by replacing (a) the words “he is interested” with the words “he or his associates (as defined by the rules, where applicable, of the Designated Stock Exchange) is/are interested” and (b) the words “his interest” with the words “his/their interest”;

(viii) Bye-law 103.(1)(v)

by deleting existing Bye-law 103.(1)(v) and replacing it with the following as new Bye-law 103.(1)(v):

“any contract or arrangement concerning any other company in which the director or his associate(s) (as defined by the rules, where applicable, of the Designated Stock Exchange) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) (as defined by the rules, where applicable, of the Designated Stock Exchange) is/are beneficially interested in shares of that company, provided that the director and any of his associates (as defined by the rules, where applicable, of the Designated Stock Exchange) are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates (as defined by the rules, where applicable, of the Designated Stock Exchange) is derived) or of the voting rights; or”

(vi) 細則第103.(1)(iii)條

以「董事或其聯繫人士(定義見指定證券交易所之規則(如適用))現擁有或將擁有權益」等字取代「董事現擁有或將擁有權益」等字；

(vii) 細則第103.(1)(iv)條

以(a)「其或其聯繫人士(定義見指定證券交易所之規則(如適用))擁有權益」等字取代「其擁有權益」等字；及(b)「其／彼等之權益」等字取代「其權益」等字；

(viii) 細則第103.(1)(v)條

刪除現有細則第103.(1)(v)條並以
下列新細則第103.(1)(v)條取代：

「涉及任何其他公司的合約或安排，而董事或其聯繫人士(定義見指定證券交易所之規則(如適用))僅作為高級人員或行政人員或股東而直接或間接擁有該公司之權益，或董事或其聯繫人士(定義見指定證券交易所之規則(如適用))於該公司之股份擁有實益權益，惟董事及其任何聯繫人士(定義見指定證券交易所之規則(如適用))合共於該公司(或透過其或其聯繫人士之權益而獲得)任何類別已發行股份中並不實益擁有5%或以上之權益或投票權；或」



(ix) Bye-law 103.(1)(vi)

by replacing (a) the words “directors and employees” with the words “directors, their associates, and employees” and (b) the word “Director” with the words “Director, or his associates (as defined by the rules, where applicable, of the Designated Stock Exchange)”

(6) To transact any other business of the Company.

By Order of the Board

Winfoong International Limited

Cheong Pin Chuan, Patrick

Chairman

Hong Kong, 27 February 2004

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Concerning Resolution No. (4)B above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company but approval is being sought from the members as a general mandate for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”).
3. Concerning Resolution No. (5) above, the Directors wish to state that the proposed amendments to the bye-laws of the Company are to comply with the revised Listing Rules effective as of 31 March 2004 so that (a) directors will not vote at board meetings on matters in which their associates have a material interest, and are not to be counted towards the quorum; (b) the timing of shareholders’ notices of nomination of directors is clarified; and (c) shareholders’ votes cast in breach of the Listing Rules are not to be counted.
4. The translation into Chinese language of this notice (including the Special Resolution which contains the proposed amendments to the bye-laws) is for reference only. In case of any inconsistency, the English version shall prevail.

(ix) 細則第103.(1)(vi)條

以(a)「董事、彼等之聯繫人士及僱員」等字取代「董事及僱員」等字及(b)「董事、或其聯繫人士(定義見指定證券交易所之規則(如適用))」等字取代「董事」一詞等字。

(6) 商議本公司其他事項。

承董事會命

榮豐國際有限公司

主席

鍾斌銓

香港，二零零四年二月二十七日

附註：

1. 凡有權出席上述大會及於會上投票之股東，均可委派一位代表出席並代其投票。代表毋須為本公司之股東。
2. 就以上第(4)B項決議案而言，董事會欲表明彼等現時並無計劃發行本公司任何新股份。本公司謹就香港聯合交易所有限公司證券上市規則(「上市規則」)，尋求股東批准授予一般權力。
3. 就上文5號決議案而言，董事謹此聲明，建議修訂本公司之細則乃為由二零零四年三月三十一日起符合修訂後之上市規則，致使(a)董事將不會於董事會議上就其聯繫人士擁有重大權益而放棄投票及不被計入法定人數內；(b)澄清提名董事之股東通告之時間；及(c)股東違反上市規則而投之票數不予計算。
4. 本通告之中文譯本(包括載有修訂細則建議之特別決議案)乃僅供參考。如有歧異，概以英文本為準。