

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Shareholders of Kwang Sung Electronics H.K. Co. Limited (the "Company") will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 23 April 2004 at 10:00 a.m. for the following purposes:

茲通告光星電子香港有限公司（「本公司」）股東週年大會，將於二零零四年四月二十三日（星期五）上午十時，假座香港金鐘道 88 號太古廣場一座五樓會議中心 Vinson Room 舉行，議程如下：

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| 1. | To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2003. | 1. | 省覽及接納截至二零零三年十二月三十一日止一年之經審核賬目及董事會與核數師之報告。 |
| 2. | To declare a final dividend. | 2. | 宣佈派發末期股息。 |
| 3. | To elect directors and authorize the board of directors to fix the directors' remuneration. | 3. | 重選董事並授權董事會釐定董事酬金。 |
| 4. | To re-appoint auditors and authorize the directors to fix their remuneration. | 4. | 重新委聘核數師，並授權董事會釐定其酬金。 |
| 5. | To consider as special business and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions: | 5. | 作為特別事項，考慮並酌情通過（不論會否作出修訂）下列決議案為普通決議案： |

ORDINARY RESOLUTIONS

普通決議案

(1) "THAT

(1) 「動議：

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") or of any

- (a) 在下文(b)段之規限下，一般性及無條件批准本公司董事於有關期間（定義見下文）內行使本公司之全部權力，根據所有適用法例及／或香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之規定，在聯交所或獲證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回本公司

other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (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 expiration of the period within which the next annual general meeting of the Company is required by law or by the Articles of Association of the Company to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

(2) **“THAT:--**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require

股本中每股面值0.10港元之股份；

- (b) 本公司根據上文(a)段之批准而獲許購回之股份面值總額不得超過本公司通過本決議案之日已發行股本面值總額之10%，而上述批准亦須受此限制；及
- (c) 就本決議案而言：「有關期間」乃指由本決議案通過之時起至下列任何一項之較早日期之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 法例或本公司組織章程細則規定本公司下屆股東週年大會須予舉行期限屆滿之日；或
 - (iii) 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所賦予本公司董事之授權之時。」

(2) **「動議：**

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事於有關期間(定義見下文)內行使本公司之全部權力，以配發、發行及處理本公司股本中每股面值0.10港元之額外股份，並作出或授予可能須行使該等

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the exercise of such power, subject to and in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power 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) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined),

(ii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time,

(iii) an issue of shares under any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company,

權力之售股建議、協議及購股權（包括債券、認股權證及可轉換為本公司股份之債權證）；

(b) 上文(a)段所述之批准將授權董事於有關期間內作出或授予售股建議、協議及購股權（包括債券、認股權證及可轉換為本公司股份之債權證），該等權力可能須於有關期間結束後行使；

(c) 本公司董事根據上文(a)段之批准而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安排）及發行之股本總面值，但不包括下列各項或因下列各項而進行者：

(i) 供股（定義見下文），

(ii) 根據本公司組織章程細則不時發行股份以代替股息，

(iii) 根據當時經由本公司股東採納及批准之任何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僱員授予或發行股份或授予權利以購入本公司股份者）而發行股份，

(iv) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrant which may be issued by the Company provided that the issue of such warrant (and the consequent obligation to issue shares) has been approved by the shareholders of the Company, either by specific resolution or as part of a general approval, or

(v) after the date of grant or issue of any options, rights to subscribe or other securities referred to in paragraphs (iii) or (iv) above, any adjustment in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(iv) 因本公司可能發行之任何認股權證之認購權獲行使而發行股份，惟發行之認股權證（及因而須發行有關股份之責任）須以特定決議案或以一般批准的一部份之方式，經由本公司股東通過，或

(v) 在上文(iii)或(iv)所述授予任何購股權、認購權或發行其他證券之日期後，在根據上述購股權、認股權證或其他證券而行使有關權利時，可認購本公司股份之價格，及／或可認購本公司股份之數目出現任何調整，而該項調整乃遵照該等購股權、認購權或其他證券之條款或彼等預定之步驟而作出者，

不得超過本決議案通過之日本公司已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

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(d) 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 expiration of the period within which the next annual general meeting of the Company is required by law or by the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

‘Rights Issue’ means an offer of shares in the Company open for a period fixed by the directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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 restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

(d) 就本決議案而言：

「有關期間」指由本決議案通過之時起至下列任何一項（取最早者）之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例或本公司組織章程細則規定本公司下屆股東週年大會須予舉行期限屆滿之日；或
- (iii) 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所賦予本公司董事授權之時。

「供股」指董事在指定之期間內，向某一指定記錄日期名列在股東名冊內之本公司股份持有人按其當時持股比例所提出之本公司股份配售建議（惟本公司董事有權就零碎股權或顧及適用於本公司在香港以外地區之法律或該等地區之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，認為必需或權宜取消若干股東在此方面之權利或作出其他安排。）

(3) “**THAT** conditional upon the passing of Ordinary Resolutions Nos. (1) and (2) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. (2) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No.(1) set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

(3) 「**動議**召開本大會之通告所載列之第(1)項及第(2)項普通決議案獲通過之條件下，將相等於本公司根據召開本大會之通告所載列之第(2)項決議案所授出之授權而購回之本公司股本之股份總面值加入根據召開本大會之通告所載列之第(1)項決議案所授予本公司董事在當時生效之一般性授權，使本公司配發、發行及處理額外股份之授權得以擴大，惟購回股份之數額不得超過本公司於本決議案通過之日已發行股本面值總額之 10%。」

By Order of the Board
YANG Jai Sung
Chairman

承董事會命
主席
梁在星

Hong Kong, 15 March 2004

香港，二零零四年三月十五日

Notes:

附註：

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| <p>1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.</p> | <p>1. 凡有權出席上述大會或其任何續會及投票之股東，均可委任一名或多名（個人）代表出席大會，並代其投票。受委代表毋須為本公司之股東。</p> |
| <p>2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.</p> | <p>2. 就任何股份之聯名持有人而言，該等人士中任何一位均可就該等股份親身或由受委代表代其於上述大會（或其任何續會）上投票，猶如其為唯一有權投票之股東，惟倘該等聯名持有人有超過一位親身或由受委代表代其出席大會，則只有在本公司股東名冊上就該等股份排名首位之持有人方有權就該等股份投票。</p> |
| <p>3. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the principal place of business of the Company in Hong Kong at the registered office of the Company at Units 7-9, 13/F, Wah Wai Centre, 38-40 Au Pui Wan Street, Fotan Shatin, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.</p> | <p>3. 代表委任表格連同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，須於大會指定舉行時間最少 48 小時前送達本公司之註冊辦事處，地址為香港沙田火炭坳背灣街 38-40 號華衛工貿中心 13 字樓 7-9 室，方為有效。</p> |