

# 晉利地產金融有限公司

## OXFORD PROPERTIES & FINANCE LIMITED

*(a company with limited liability incorporated and existing under the laws of Hong Kong)*

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the above-named company (the “Company”) will be held in Room 604, 6th Floor, Jubilee Centre, 18 Fenwick Street, Wanchai, Hong Kong, on Wednesday, 28 April 2004 at 11:30 a.m. (or as soon immediately after the Meeting(s) of classes of holders of the ordinary shares of HK\$1.00 each in the capital of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and day shall have concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution:

#### **SPECIAL RESOLUTION**

#### **“THAT**

- (A) the Scheme of Arrangement in terms as initialled by the Honourable Mr. Justice Barma and dated 29 March 2004 (the “Scheme”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the copy which has been produced to this Meeting(s) and, for the purpose of identification, signed by the Chairman hereof, with any modification thereof or addition thereto or condition as may be approved or imposed by the Court, be and is hereby approved;
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme),
- (i) the entire issued share capital of the Company, HK\$67,760,000.00, be reduced to HK\$60,456,796.00 by the cancellation of the 7,303,204 Scheme Shares;
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the entire issued share capital of the Company be increased to its former amount (i.e. HK\$67,760,000.00) by the creation of 7,303,204 new Shares;
  - (iii) on the Effective Date, the Company shall apply the reserve of HK\$7,303,204.00 which will arise in its books of account as a result of the aforesaid reduction of capital in paying up in full at par the 7,303,204 new Shares which shall be allotted to Smart Extra Holdings Limited or its nominees, credited as fully-paid, and the Board of Directors of the Company is hereby unconditionally authorised to allot and issue the same accordingly.

(C) subject to the Scheme taking effect, the Board of Directors of the Company is hereby authorised to make application to the Stock Exchange of Hong Kong Limited (hereinafter called the “Stock Exchange”) for withdrawal of the listing of the Company’s Shares on the Stock Exchange.”

By Order of the Board of  
**Oxford Properties & Finance Limited**  
**Seto Chak Wah, Michael**  
*Chairman of the Board of Directors*

Dated 29 March 2004  
Hong Kong

*Registered Office:*  
1601 Wing On Centre  
111 Connaught Road  
Central  
Hong Kong

*Notes:*

- (i) Concerning the Special Resolution in item A and B above, approval is being sought from Members as a statutory requirement in compliance with Section 166 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, and the Hong Kong Code on Takeovers and Mergers.
- (ii) Concerning the Special Resolution in item C above, approval is being sought from Members as a requirement in compliance with Rule 2.2 of the Hong Kong Code on Takeovers and Mergers, and Rule 6.12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **STATEMENT**

**A member entitled to attend and vote at the Meeting is entitled to appoint no more than 2 separate proxies to attend and vote on his behalf. A proxy need not be a member of the Company. All proxies must be lodged with the Company’s registered office at 1601 Wing On Centre, 111 Connaught Road, Central, Hong Kong, not less than 24 hours before the time fixed for the Meeting.**

*(Note: The English text of this Notice shall prevail over the Chinese text for the purpose of interpretation.)*

Please also refer to the published version of this announcement in The Standard.